

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **March 13, 2013**

ClearOne, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Utah

(State or Other Jurisdiction of Incorporation)

001-33660

(Commission File Number)

87-0398877

(I.R.S. employer
identification number)

**5225 Wiley Post Way, Suite 500
Salt Lake City, Utah**

(Address of principal executive offices)

84116

(Zip Code)

(801) 975-7200

(Registrant's Telephone Number, Including Area Code)

Not applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure.

On March 13, 2013, ClearOne, Inc. (the “Company”) received a copy of the 10b5-1(c) Stock Purchase Plan (“Plan”) to purchase Company’s common stock (“Plan Shares”) entered into by the Company’s largest shareholder, E. Dallin Bagley. A copy of the Plan is furnished with this filing as Exhibit 99.1.

Principal terms of the Plan include the following:

A broker (“Broker”) has been engaged to purchase Plan shares at a purchase price of not more than \$8.00 per share up to an aggregate of \$1,000,000. The timing and execution of all purchases will be made at the sole discretion of the Broker to maximize the value to Mr. Bagley.

The plan is effective from March 13, 2013 and would terminate no later than March 12, 2014. However, the Plan would terminate earlier when a total of \$1,000,000 in Plan Shares have been purchased in accordance with the terms of this Plan. The Plan may also be terminated by Mr. Bagley at any time upon written notice delivered to the Broker with a copy of the notice provided to the Secretary of the Company.

Under the terms of the Plan, Mr. Bagley will be responsible for all Form 4 filings required to be filed with the Securities and Exchange Commission, and will instruct the Broker to provide the Company with any information requested by it in connection with the Company’s efforts to determine compliance with the terms of the Plan by Mr. Bagley and the Broker.

Under the terms of the Plan, Mr. Bagley will cease all purchases under the Plan promptly upon notice from the Secretary of the Company that the independent directors of the Company’s Board of Directors have determined that purchases under the Plan must be suspended for the period determined by those directors. In this regard, Mr. Bagley acknowledges that it may be necessary or appropriate for the Company to instruct him to suspend purchases under the Plan in connection with events, including without limitation public or private offerings of securities, mergers or acquisitions, tender offers or similar events.

The Plan is intended to comply with the requirements of Rule 10b5-1(c) under the Exchange Act and this Plan shall be interpreted to comply with the requirements of Rule 10b5-1(c).

This information is furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, unless specifically incorporated by reference in a document filed under the Securities Act of 1933, as amended, or the Exchange Act. By filing this report on Form 8-K and furnishing this information, the Company makes no admission as to the materiality of any information in this report that is required to be disclosed solely by Item 7.01.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Stock Purchase Plan of E. Dallin Bagley, dated March 13, 2013, and furnished with this report.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CLEARONE, INC.

Date: March 14, 2013

By: /s/ Zeynep Hakimoglu
Zeynep Hakimoglu
Chief Executive Officer

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Stock Purchase Plan of E. Dallin Bagley, dated March 13, 2013, and furnished with this report.

Stock Purchase Plan
Clearone Communications, Inc. – Common Stock

THIS STOCK PURCHASE PLAN (the “Plan”) is executed by E. Dallin Bagley (“Bagley”), a stockholder of Clearone Communications, Inc. (“Clearone”).

Recitals

A. Bagley has decided to enter into this written plan to acquire up to \$1,000,000 of Clearone common stock at a purchase price of not more than \$8 per share (the “Plan Shares”).

B. Bagley has engaged Wilson-Davis & Company (“Broker”) to effect purchases of the Plan Shares in accordance with this Plan.

C. Bagley acknowledges that he is not subject to any legal, regulatory or contractual restriction or undertaking that would prevent Broker from conducting purchases in accordance with this Plan and is entering into this Plan in good faith. Further, Bagley acknowledges that he beneficially owns more than ten percent (10%) of the outstanding Clearone common stock.

Agreement

In consideration of the foregoing, Bagley hereby enters into this Plan in accordance with the following terms and conditions:

1. Plan Purchases.

(a) Bagley agrees and hereby instructs the Broker to purchase Plan Shares as follows: Beginning on March 13, 2013 and ending in March 12, 2014, Broker will purchase up to an aggregate of \$1,000,000 in Plan Shares at a purchase price of not more than \$8.00 per share.

(b) All purchases of Plan Shares will be placed through or effected by Broker. The timing and execution of all purchases will be made at the sole discretion of Broker to maximize the value to Bagley, provided that in all cases the number of Plan Shares purchased and the price paid for such Plan Shares shall not exceed the amounts specified above in Section 1(a). Bagley will provide no other instruction or guidance to Broker with respect to any purchases. Broker will be provided with a copy of this Plan. Bagley will obtain from Broker an acknowledgement of the receipt of this Plan and an agreement that Broker will cease purchases at such time as Broker may become in possession of material non-public information regarding Clearone (as that phrase is used in 17 C.F.R. §240.10b-5). The number of Plan Shares purchased under this Plan will be appropriately adjusted from time to time to reflect any stock split, stock dividend, reorganization, reclassification, consolidation or similar event with respect to Clearone common stock.

(c) Notwithstanding the purchase provisions of this Plan, Bagley will cease all purchases under this Plan, and will instruct Broker to cease all purchases, promptly upon notice from the Secretary of Clearone that the independent directors of the Clearone Board of Directors have determined that purchases under this Plan must be suspended for the period determined by those Directors. In this regard, Bagley acknowledges that it may be necessary or appropriate for Clearone to instruct Bagley to suspend purchases under this Plan in connection with events, including without limitation public or private offerings of securities, mergers or acquisitions, tender offers or similar events.

(d) Broker will be instructed by Bagley to provide Clearone any information requested by Clearone in connection with Clearone's efforts to determine compliance with the terms of this Plan by Bagley and Broker. Bagley will be responsible for all filings required under Section 16 of the Securities and Exchange Act of 1934 (i.e., Form 4 filings). It is the intent of Bagley that this Plan comply with the requirements of Rule 10b5-1(c) under the Exchange Act and this Plan shall be interpreted to comply with the requirements of Rule 10b5-1(c).

2. Term. This Plan shall become effective on March 13, 2013 and shall terminate on the earliest to occur of: (i) March 12, 2014, (ii) the date on which a total of \$1,000,000 in Plan Shares have been purchased in accordance with the terms of this Plan, or (iii) the death of Bagley; provided, however, that Bagley may terminate this Plan at any time upon written notice delivered to Broker with a copy to the Secretary of Clearone.

3. Covenants. Bagley acknowledges and agrees that he will not exert any influence over how, when or whether to effect purchases of Plan Shares subsequent to the effective date of this Plan and during the time period the Plan remains in effect. This Plan in no way limits or restricts Bagley from purchasing or selling Clearone securities outside of the Plan so long as such purchases and/or sales are done in compliance with applicable securities laws.

4. Filing of Plan. Bagley agrees to file a copy of this Plan with the Secretary of Clearone. Bagley further acknowledges and agrees that a copy of this Plan may be filed by Clearone with the Securities and Exchange Commission ("SEC") and disclosed in reports filed by Clearone with the SEC.