

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): May 31, 2002

ClearOne Communications Inc.

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(Exact Name of Registrant as Specified in its Charter)

UTAH

0-17219

87-0398877

-----  
(State or Other Jurisdiction  
of Incorporation)

-----  
(Commission  
File Number)

-----  
(IRS Employer  
Identification Number)

1825 Research Way, Salt Lake City, Utah 84119

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(Address of Principal Executive Offices) (Zip Code)

(801) 975-7200

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(Registrant's Telephone Number, Including Area Code)

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

Item 2. Acquisitions or Dispositions of Assets.

On May 31, 2002, ClearOne completed its acquisition of E.mergent, Inc. (the "Merger"). The Merger occurred pursuant to the terms of an Agreement and Plan of Merger dated January 21, 2002, by and among ClearOne, E.mergent, and Tundra Acquisition Corporation, a wholly owned subsidiary of ClearOne. To effect the Merger, E.mergent was merged with and into Tundra Acquisition Corporation and Tundra Acquisition Corporation has continued as the surviving corporation under the name E.mergent, Inc.

As a result of the Merger, each share of E.mergent's common stock that was outstanding at the effective time of the Merger was converted into the right to receive \$1.1667 in cash and 0.138858 of a share of ClearOne's common stock. ClearOne issued approximately 868,900 shares of its common stock to former E.mergent stockholders. The shares of ClearOne common stock issued in connection with the Merger were registered under the Securities Act of 1933 pursuant to a Registration Statement on Form S-4 (File No. 333-82242). This registration statement was declared effective on May 7, 2002.

In addition to the shares of ClearOne common stock issued in connection with the Merger, ClearOne assumed all options to purchase E.mergent common stock that were outstanding at the effective time of the Merger. These options were converted into the right to acquire shares of ClearOne's common stock in the future. The aggregate number of shares issuable upon the exercise of each stock option, and the exercise price of each stock option, were determined using an option exchange ratio of approximately 0.2054. ClearOne has reserved a total of approximately 4,100 shares of common stock issuable upon exercise of these outstanding options.

ClearOne's acquisition of E.mergent was intended to qualify partially as a tax-deferred reorganization under Section 368(a) of the Internal Revenue Code.

Item 7. Financial Statements and Exhibits

(a) Financial Statements of Business Acquired.

ClearOne will file financial statements under cover of Form 8-K/A no later

than August 14, 2002 (60 days after this Report is required to be filed).

(b) Pro Forma Financial Information.

ClearOne will file pro forma financial information under cover of Form 8-K/A no later than August 14, 2002 (60 days after this Report is required to be filed).

(c) Exhibits

Exhibit

| No.  | Description  |
|------|--|
| 2.1  | Agreement and Plan of Merger, dated January 21, 2002, by and among ClearOne, E.mergent, and Tundra Acquisition Corporation (Incorporated by reference to Exhibit 2.2 to ClearOne's Registration Statement on Form S-4 (File No. 333-82242) filed with the Securities and Exchange Commission on May 7, 2002).                  |
| 2.2  | Amendment No. 1 to Agreement and Plan of Merger, dated March 29, 2002, by and among ClearOne, E.mergent, and Tundra Acquisition Corporation (Incorporated by reference to Exhibit 2.3 to ClearOne's Registration Statement on Form S-4 (File No. 333-82242) filed with the Securities and Exchange Commission on May 7, 2002). |
| 99.1 | Press Release of ClearOne dated May 31, 2002.  |

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 COMMUNICATIONS INC.  
(The Registrant)

By: /s/ Randall J. Wichinski

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Its: Chief Financial Officer

EXHIBIT INDEX

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ClearOne Communications Completes Acquisition of E.mergent,  
Conference Call Scheduled for June 5  
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SALT LAKE CITY, May 31, 2002--ClearOne Communications Inc. (Nasdaq: CLRO) completed its acquisition of E.mergent Inc. (Nasdaq: EMRT) today following approval from E.mergent's stockholders.

In the merger, ClearOne is paying a total of \$7.3 million in cash and has issued or reserved for issuance approximately 873,000 shares of ClearOne common stock. As a result, stockholders of E.mergent will receive approximately 0.1389 shares of ClearOne common stock plus a cash payment of \$1.1667 for each share of E.mergent common stock. After today, E.mergent will no longer be traded on the Nasdaq Small Cap Market.

"As we stated at the time of our initial announcement in January, this acquisition presents a great opportunity for both companies," said Frances Flood, president and chief executive officer of ClearOne. "The combined forces of ClearOne and E.mergent establish a formidable conferencing products and services company poised to leverage a burgeoning market."

To receive ClearOne common stock, E.mergent stockholders of record must submit their stock certificates, along with a completed letter of transmittal, to American Stock Transfer and Trust Co., ClearOne's designated exchange agent. The exchange agent will soon begin mailing letters of transmittal and related instructions to E.mergent stockholders. Instructions will be delivered to brokerage firms, banks and other nominees for stockholders of E.mergent common stock held in "street name."

ClearOne will discuss details of the transaction and provide future expectations for the acquisition in a conference call on June 5. The conference call will take place at 2:15 p.m. MDT, and can be accessed at (800) 937-6563 (U.S.) or (801) 983-4013 (international). The call will be available for replay until June 12 at (800) 839-0860 (U.S.) or (402) 220-1490 (international) with access code 1261.

About ClearOne

ClearOne Communications Inc. ([www.clearone.com](http://www.clearone.com)) develops conferencing products and services to enhance communication, collaboration and productivity between geographically dispersed enterprises.

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Forward-Looking Disclaimer

To the extent any statement presented herein deals with information that is not historical, such statement is necessarily forward-looking and made pursuant to the safe harbor provisions of the Securities Litigation Reform Act of 1995. As such, it is subject to the occurrence of many events outside ClearOne's and E.mergent's control that could cause ClearOne's and E.mergent's results to differ materially from those anticipated. Please see the risk factors contained in ClearOne's and E.mergent's most recent SEC filings, including ClearOne's Form S-4A filed on May 7, 2002, Form 10-Q filed May 15, 2001 and ClearOne's annual report on Form 10-K for June 30, 2001

For further information, please contact Bryce Benson, Investor/Media Relations of ClearOne Communications Inc., (801) 974-3786, (800) 945-7730, Fax, (801) 977-0087, [bryce.benson@clearone.com](mailto:bryce.benson@clearone.com).

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