

NVE CORP /NEW/  
Form 8-K/A  
January 12, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K/A**

**(Amendment No. 2)  
CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **January 12, 2011**

**NVE Corporation**

(Exact name of registrant as specified in its charter)

**Minnesota**

**000-12196**

**41-1424202**

(State or other jurisdiction of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**11409 Valley View Road, Eden Prairie, Minnesota**

**55344**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code **(952) 829-9217**

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(Former name or former address, if changed since last report.)

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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 (see General Instruction A.2. below):

- 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 communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Explanatory Note**

This Amendment Number 2 to Form 8-K is being filed to disclose an amendment to a Supply Agreement by and between NVE Corporation and Phonak AG.

**Item 1.01 Entry into a Material Definitive Agreement**

***General information***

Phonak AG develops, manufactures, and sells hearing systems using our spintronic sensors under our Supply Agreement.

***Description of the Terms of the Agreement***

On January 12, 2011 we executed an amendment to the Supply Agreement pursuant to a letter of intent executed May 12, 2010. The amendment includes provisions to extend the Supply Agreement term through March 31, 2015, expand NVE products under the scope of the Supply Agreement, minimum usage requirements, and pricing provisions.

**SIGNATURE**

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.

Date **January 12, 2011** **NVE CORPORATION**  
(Registrant)

**/s/ DANIEL A. BAKER**

Daniel A. Baker  
President and  
Chief Executive Officer

**INDEX TO EXHIBITS**

**Exhibit #**  
**Description**

10.1 Supply Agreement by and between the company and Phonak AG (incorporated by reference to our Current Report on Form 8-K filed May 6, 2009).

10.2 Letter of Intent relating to Supply Agreement by and between NVE Corporation and Phonak AG (incorporated by reference to our Current Report on Form 8-K filed May 12, 2010).

10.3 Amendment to Supply Agreement dated January 12, 2011 by and between NVE Corporation and Phonak AG (filed with this Current Report on Form 8-K/A).

+Confidential portions of this exhibit were deleted and filed separately with the SEC under a request for confidential treatment pursuant to Rule 24b-2 or Rule 406.