

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 (see General Instruction A.2. below):

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On February 13, 2018, ParkerVision, Inc. (the “Company”) received a letter (the “Letter”) from the Nasdaq Listing Qualifications Staff (the “Staff”) indicating that, based upon the Company’s continued non-compliance with Nasdaq Listing Rule 5500(b)(2), which requires an issuer to maintain a minimum market value of listed securities (“MVLS”) of \$35 million, the Company’s securities would be subject to delisting from The Nasdaq Capital Market unless the Company timely requests a hearing before a Nasdaq Hearings Panel (the “Panel”). The Company intends to timely request a hearing before the Panel, which will stay any delisting action by the Staff.

As previously disclosed in the Company’s Current Report on Form 8-K filed on August 14, 2017, the Company received notice from Nasdaq indicating that the Company did not satisfy the Nasdaq Listing Rule 5500(b)(2), insofar as the Company’s MVLS had closed below \$35 million for the previous 30 consecutive business days, and in accordance with the Nasdaq Listing Rules, the Company had been provided a 180-day grace period, until February 7, 2018, within which to regain compliance with that requirement.

At the hearing, the Company intends to present its plan to demonstrate compliance with the MVLS requirement and to request an extension of time within which to do so. There can be no assurance that the Panel will grant the Company’s request for continued listing pursuant to an exception to the MVLS requirement or that the Company will be able to regain compliance with the MVLS requirement within any extension of time granted by the Panel.

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.

Dated: February 16, 2018

PARKERVISION, INC.

By /s/ Cynthia Poehlman
Cynthia Poehlman
Chief Financial Officer

