

PARKERVISION INC  
Form 8-K  
February 23, 2007

**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**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): February 23, 2007

PARKERVISION, INC.  
(Exact Name of Registrant as Specified in Charter)

Florida  
(State or Other Jurisdiction  
of Incorporation)

0-22904  
(Commission File  
Number)

59-2971472  
(IRS Employer  
Identification No.)

7915 Baymeadow Way, Jacksonville,  
Florida  
(Address of Principal Executive  
Offices)

32256  
(Zip Code)

Registrant's telephone number, including area code (904) 737-1367

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

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**Item 2.02 — Results of Operations and Financial Condition**

On February 23, 2007, the Company issued a press release disclosing the completion of the private placement disclosed in Item 3.02. The press release is included as Exhibit 99.1 hereto.

**Item 3.02 - Unregistered Sales of Equity Securities**

On February 23, 2007, the Company sold an aggregate of 992,441 shares of Common Stock, \$0.01 par value (“Common Stock”), for aggregate proceeds of \$8,435,748.50. The total number of shares that are subject to this offering represent 4.2 percent of the issued and outstanding shares of Common Stock immediately prior to the offering. The Common Stock was sold under Section 4(2) of the Securities Act of 1933, as amended, on a private placement basis, to domestic institutional and accredited investors.

The Common Stock issued in the private offering will be registered by the Company for re-offer and re-sale by the investors. The Company has committed to file the registration statement within 45 days of closing and to cause the registration statement to become effective on or prior to the earlier of (i) the fifth trading day following the date the Company is notified by the SEC that the registration statement will not be reviewed or is no longer subject to review, and (ii) 120 days after the closing date. If the Common Stock is not registered for resale within those time periods, the Company will pay a liquidated damages amount of one percent of the amount invested for each 30-day period (pro rated) until the filing or effectiveness of the registration statement, up to a maximum of ten percent.

The Company intends to use the proceeds of the private placement for general working capital purposes.

**Item 9.01 — Financial Statement and Exhibits**

10.1 Form of Subscription Agreement for Investors dated February 21, 2007.

10.2 List of investors for Subscription Agreement.

99.1 Press release, dated February 23, 2007, announcing private placement.

**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 23, 2007

PARKERVISION, INC.

By: /s/ Cynthia Poehlman  
Cynthia Poehlman  
Chief Financial Officer