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VOXX International Corp		
Form 4		
December 04, 2014		
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION	OMB AP	PROVAL
Washington, D.C. 20549	OMB Number:	3235-0287
Check this box if no longer CTLATED VENTE OF CHANGES IN DEDUFFICIAL OWNERSHIP OF	Expires:	January 31,
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Form 4 or	Estimated av	•
Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,	response	0.5
obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section	n	
<i>See</i> Instruction 30(h) of the Investment Company Act of 1940 1(b).		
(Print or Type Responses)		
1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Issuer Shelton Loriann VOXX International Corp [VOXX]		
(Chec (Last) (First) (Middle) 3. Date of Earliest Transaction	k all applicable)	1
180 MARCUS BLVD(Month/Day/Year) Director12/02/2014 Officer (give below)		Owner r (specify
(Street) 4. If Amendment, Date Original 6. Individual or Jo Filed(Month/Day/Year) Applicable Line) _X_Form filed by O	One Reporting Per	son
HAUPPAUGE, NY 11788 Form filed by M Person	Iore than One Rep	oorting
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of	, or Beneficiall	y Owned
Security(Month/Day/Year)Execution Date, if anyTransactionAcquired (A) or Disposed of (D)SecuritiesF(Instr. 3)anyCodeDisposed of (D)Beneficially(I)(Month/Day/Year)(Instr. 8)(Instr. 3, 4 and 5)Owned(I)	Form: Direct I D) or Indirect I I) (7. Nature of Indirect Beneficial Dwnership Instr. 4)
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.		

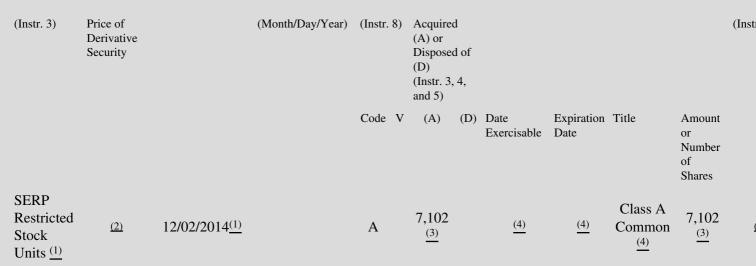
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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Shelton Loriann			Senior Vic	ce	
180 MARCUS BLVD			President a	nd	
HAUPPAUGE, NY 11788			CAO		

Signatures

/s/ Loriann	12/04/2014
Shelton	12/04/2014

<u>**</u>Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This Form 4 is filed to report a grant of restricted stock units ("RSUs") pursuant to the Issuer's 2014 Omnibus Equity Incentive Plan (the "Plan"). The RSUs will vest on the later of three years from the date of grant or the grantee reaching the age of 65 years. At the time of watting the lawyer in its called discretion may pSUs in the form of each shares of the lawyer's Class A Common Stack or a

(1) vesting, the Issuer, in its sole discretion, may pay RSUs in the form of cash, shares of the Issuer's Class A Common Stock or a combination of both. This Form 4 includes the reporting person's balance in the Issuer's Supplemental Executive Retirement Plan ("SERP") that is hypothetically invested 100% in the Issuer's Class A Common Stock on the date of grant.

The investment return on contributions in the SERP is generally equal to the earnings and losses that would occur if 100% of the(2) contributions were invested in the Issuer's Class A Common Stock on the date of grant. Vested balances in the SERP are settled in the Issuer's sole discretion in the form of cash, shares of the Issuer's Class A Common Stock or a combination of both.

Represents the aggregate number of RSUs allocated to the reporting person under the SERP as of the date of grant based on the Fair(3) Market Value defined as the mean between the highest and lowest quoted selling price of a share of the Issuer's Class A Common Stock on December 2, 2014.

The vested balance in the reporting person's SERP account is payable in cash, Class A Common Stock or a combination of both following(4) a Participant's termination of service due to death, Disability, retirement no less than 3 years from the initial date of participation in the Plan or a reason approved by the Board in accordance with Article 2.2 of the Plan.

(5) The number of RSUs allocated to the reporting person under the SERP is determined by dividing the amount of deferred eligible director compensation by the closing price of a share of the Issuer's Class A Common Stock on each applicable award date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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