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VOXX International Corp
Form 10-K/A
June 20, 2016

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

FORM 10-K/A

Annual Report Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934

For the fiscal year ended February 29, 2016

Commission file number 0-28839

VOXX INTERNATIONAL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-1964841
(IRS Employer Identification No.)

2351 J. Lawson Boulevard, Orlando, Florida 32824
(Address of principal executive offices) (Zip Code)

(800) 645-7750
(Registrant's telephone number, including area code)
180 Marcus Boulevard
Hauppauge, NY 11788
(Former address, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class: | Name of Each Exchange on which Registered |
|--------------------------------------|---|
| Class A Common Stock \$.01 par value | The Nasdaq Stock Market LLC |

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was

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required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer or a smaller reporting company. See definition of "accelerated filer", "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (check one):

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Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in rule 12b-2 of the Act).

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

The aggregate market value of the common stock held by non-affiliates of the Registrant was \$154,239,035 (based upon closing price on the Nasdaq Stock Market on August 31, 2015).

The number of shares outstanding of each of the registrant's classes of common stock, as of May 13, 2016 was:

| Class | Outstanding |
|--------------------------------------|-------------|
| Class A common stock \$.01 par value | 21,899,370 |
| Class B common stock \$.01 par value | 2,260,954 |

DOCUMENTS INCORPORATED BY REFERENCE

Part III - (Items 10, 11, 12, 13 and 14) Proxy Statement for Annual Meeting of Stockholders to be filed on or before June 10, 2016.

EXPLANATORY NOTE - AMENDMENT

The sole purpose of this Amendment to the Registrant's Annual Report on Form 10-K for the period ended February 29, 2016 (the "Form 10-K") is to add Exhibits 23, representing the consent of Grant Thornton LLP, as well as Exhibits 99.4 and 99.5, representing the consents of Grant Thornton LLP and RSM, respectively, related to the Consolidated Financial Reports of ASA Specialized Applications, LLC. The consents were not issued as of the Company's Form 10-K filing date of May 16, 2016 because of the Company's inability to timely file the amended Form 8-K related to its acquisition of a 54% voting equity interest in all of the intellectual property, substantially all other assets, as well as the assumption of certain specified liabilities of EyeLock, Inc. and its subsidiary EyeLock Corporation on September 1, 2015. The amended 8-K was filed on June 10, 2016.

This amendment has not been updated to reflect events occurring subsequent to the filing of the Company's Form 10-K, and except as indicated, does not modify or update disclosures made in the original Form 10-K, except as specifically noted above.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

VOXX INTERNATIONAL CORPORATION

June 20, 2016 By: /s/ Patrick M. Lavelle
Patrick M. Lavelle,
President and Chief Executive Officer