

VOXX International Corp
 Form 4
 July 25, 2016

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
STOEHR CHARLES M

(Last) (First) (Middle)
 180 MARCUS BLVD
 (Street)

HAUPPAUGE, NY 11788

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VOXX International Corp [VOXX]

3. Date of Earliest Transaction
 (Month/Day/Year)
07/21/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CFO and Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|------------------------------|---------------------------|------------|--|------|---|-----|-----|------------------|-----------------|----------------|----------------------------|
| SERP Restricted Stock Units ⁽¹⁾ | <u>(2)</u> | 07/21/2016 ⁽¹⁾ | A | 12,548 ⁽³⁾ | | | | | <u>(4)</u> | <u>(4)</u> | Class A Common | 12,548 ⁽³⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STOEHR CHARLES M 180 MARCUS BLVD HAUPPAUGE, NY 11788 | X | | CFO and Senior Vice President | |

Signatures

/s/ Charles M. Stoehr
Date: 07/25/2016

⁽¹⁾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).
- (1) 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 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.
- (2) The investment return on contributions in the SERP is generally equal to the earnings and losses that would occur if 100% of the 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.
- (3) Represents the aggregate number of RSUs allocated to the reporting person under the SERP as of the date of grant based on the Fair 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 July 21, 2016.
- (4) The vested balance in the reporting person's SERP account is payable in cash, Class A Common Stock or a combination of both following 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 Fair Market Value 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.