

VOXX International Corp
 Form 4
 December 04, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Kelley David P

(Last) (First) (Middle)

C/O VOXX INTERNATIONAL CORPORATION, 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)
 12/02/2014

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)
 Pres of Global Sales for KGI

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 Following 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.

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Pr Deriv
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
SERP Restricted Stock Units ⁽¹⁾		<u>(2)</u> 12/02/2014 ⁽¹⁾	A		6,101 ⁽³⁾		<u>(4)</u>	<u>(4)</u>	Class A Common	6,101 ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelley David P C/O VOXX INTERNATIONAL CORPORATION 180 MARCUS BLVD HAUPPAUGE, NY 11788			Pres of Global Sales for KGI	

Signatures

/s/ David Kelley 12/04/2014
 __Signature of Date
 Reporting Person

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 December 2, 2014.
- (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 closing price of a share of the Issuer's Class A Common Stock on each applicable award date.

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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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