

UNIVERSAL ELECTRONICS INC

Form 4

August 13, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bennett Paul J

2. Issuer Name and Ticker or Trading  
Symbol

UNIVERSAL ELECTRONICS INC  
[UEIC]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

201 EAST SANDPOINTE, 8TH  
FLOOR

(Street)

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

08/12/2015

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP

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

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

SANTA ANA, CA 92707-6708

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 08/12/2015                              |                                                             | M                                       | 497 <sup>(1)</sup>                                                      | A \$ 0 26,268                                                                                                      | D                                                                    |                                                                   |
| Common<br>Stock                       | 08/12/2015                              |                                                             | F                                       | 258 <sup>(2)</sup>                                                      | D \$ 47.68 26,010                                                                                                  | D                                                                    |                                                                   |
|                                       |                                         |                                                             |                                         |                                                                         | <sup>(3)</sup>                                                                                                     |                                                                      |                                                                   |

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  
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SEC 1474  
(9-02)

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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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |     | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                 | 8. Price or Value of Derivative Security (Instr. 3 and 4) |                            |        |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|-----------------------------------------------------------|----------------------------|--------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title                                                     | Amount or Number of Shares |        |
| Restricted Stock Unit                      | (4)                                                    |                                      |                                                    |                                |                                                                                         |                                                          |     | (5)                                                           | (5)             | Common Stock                                              | 10,012 (6)                 |        |
| Restricted Stock Unit                      | (4)                                                    | 08/12/2015                           |                                                    | M                              |                                                                                         | 497                                                      |     | (5)                                                           | (5)             | Common Stock                                              | 497                        | \$ (6) |

## Reporting Owners

| Reporting Owner Name / Address                                                 | Relationships                    |
|--------------------------------------------------------------------------------|----------------------------------|
|                                                                                | Director 10% Owner Officer Other |
| Bennett Paul J<br>201 EAST SANDPOINTE<br>8TH FLOOR<br>SANTA ANA, CA 92707-6708 | EVP                              |

## Signatures

/s/Paul J. M. Bennett, by Richard A. Firehammer, Jr., pursuant to Limited Power of Attorney dated March 9, 2006 (attached)

08/13/2015

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) Stock issued pursuant to Restricted Stock Grant approved by the Compensation Committee of the Board of Directors on December 4, 2013 and ratified by the Board of Directors on February 12-13, 2014.
- (2) This transaction represents a withholding of shares to cover taxes applicable to a vesting of RSUs also reported on this Form 4.
- (3) Price determined in accordance with the Restricted Stock Grant approved by the Compensation Committee of the Board of Directors on December 4, 2013 and ratified by the Board of Directors on February 12-13, 2014.
- (4) Each restricted stock unit represents a contingent right to receive one share of UEI common stock.
- (5) The restricted stock units vest in accordance with the vesting schedule of each RSU Grant.
- (6) This figure represents the aggregate number of unvested RSU's as of the reporting date and involves 3 RSU Grants: one granted on February 13, 2013 with a 3 year ratable quarterly vesting period which began on May 13, 2013; one granted on February 12, 2014 with a 3 year vesting schedule of 33.33% on February 12, 2015 and 8.33% quarterly thereafter; and one granted on February 12, 2015 with a 3

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year vesting schedule of 33.33% on February 12, 2016 and 8.33% quarterly thereafter.

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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