

EMERSON RADIO CORP  
Form 4  
May 18, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
GRANDE HOLDINGS LTD.

(Last) (First) (Middle)  
398 KWUN TONG ROAD  
(Street)

KOWLOON, HONG  
KONG, 068909

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
EMERSON RADIO CORP [MSN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/16/2006

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) \_\_\_X\_\_\_ Other (specify below)

Indirect Beneficial Owner

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	05/16/2006		P	20,000 A \$ 3.4	10,870,900	I	FN1 (1)
Common Stock	05/17/2006		P	30,000 A \$ 3.3733	10,900,900	I	FN1 (1)

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

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SEC 1474  
(9-02)



## Edgar Filing: EMERSON RADIO CORP - Form 4

The Grande Group Limited ("GGL") is the direct beneficial owner of 900,900 common shares of the Issuer. Christopher Ho Wing On is the sole beneficiary of the Ho Family Trust (the "Ho Trust"). The Ho Trust is the beneficial owner of 100% of the share capital of The Grande International Holdings Ltd ("Grande International"). Grande International is the beneficial owner of 100% of the share capital of Barrican Investments Corporation ("Barrican"). Barrican is the beneficial owner of a majority interest in the share capital of The Grande Holdings Limited ("Grande Holdings"). Grande Holdings is the beneficial owner of 100% of the share capital of GGL.

### **Remarks:**

Reference is hereby made to the Joint Filer Agreement filed by S&T International Distribution Ltd. on Exhibit 99.1 of Form 3, dated December 15, 2005.

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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