

EMERSON RADIO CORP  
Form 4  
February 27, 2006

**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 \*  
GRANDE HOLDINGS LTD.

(Last) (First) (Middle)

398 KWUN TONG ROAD

(Street)

KOWLOON, K3 068909

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/23/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 01/23/2006                           |  | P                              | 35,000 A  | \$ 3.0986 10,035,000  | I  | See Footnote (1)                                      |
| Common Stock                    | 01/24/2006                           |  | P                              | 40,800 A  | \$ 3.0983 10,075,800  | I  | See Footnote (1)                                      |
| Common Stock                    | 01/25/2006                           |  | P                              | 24,200 A  | \$ 3.0955 10,100,000  | I  | See Footnote (1)                                      |
| Common Stock                    | 01/26/2006                           |  | P                              | 8,100 A   | \$ 3.07 10,108,100  | I  | See Footnote (1)                                      |

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|              |            |   |        |   |           |            |   |                  |
|--------------|------------|---|--------|---|-----------|------------|---|------------------|
| Common Stock | 01/27/2006 | P | 8,200  | A | \$ 3.0945 | 10,116,300 | I | See Footnote (1) |
| Common Stock | 01/30/2006 | P | 10,000 | A | \$ 3.1    | 10,126,300 | I | See Footnote (1) |
| Common Stock | 01/31/2006 | P | 10,400 | A | \$ 3.0988 | 10,136,700 | I | See Footnote (1) |
| Common Stock | 02/01/2006 | P | 2,400  | A | \$ 3.1    | 10,139,100 | I | See Footnote (1) |
| Common Stock | 02/02/2006 | P | 1,000  | A | \$ 3.1    | 10,140,100 | I | See Footnote (1) |
| Common Stock | 02/03/2006 | P | 13,000 | A | \$ 3.1454 | 10,153,100 | I | See Footnote (1) |
| Common Stock | 02/06/2006 | P | 26,900 | A | \$ 3.2    | 10,180,000 | I | See Footnote (1) |
| Common Stock | 02/08/2006 | P | 12,000 | A | \$ 3.2533 | 10,192,000 | I | See Footnote (1) |
| Common Stock | 02/09/2006 | P | 16,400 | A | \$ 3.2673 | 10,208,400 | I | See Footnote (1) |
| Common Stock | 02/10/2006 | P | 10,000 | A | \$ 3.3    | 10,218,400 | I | See Footnote (1) |
| Common Stock | 02/14/2006 | P | 30,000 | A | \$ 3.3    | 10,248,400 | I | See Footnote (1) |
| Common Stock | 02/15/2006 | P | 11,600 | A | \$ 3.1    | 10,260,000 | I | See Footnote (1) |

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.**

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(9-02)

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

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| 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 of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

  

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------|-----------------|-------|----------------------------|
|------------------|-----------------|-------|----------------------------|

Code V (A) (D)

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| GRANDE HOLDINGS LTD.<br>398 KWUN TONG ROAD<br>KOWLOON, K3 068909                        |               | X         |         |       |
| BARRICAN INVESTMENTS CORP.<br>146 ROBINSON ROAD, #01-01<br>SINGAPORE, U0 068909         |               | X         |         |       |
| Grande International Holdings Ltd.<br>146 ROBINSON ROAD, #01-01<br>SINGAPORE, U0 068909 |               | X         |         |       |
| Ho Wing On Christopher<br>146 ROBINSON ROAD, #01-01<br>SINGAPORE, U0 068909             |               | X         |         |       |
| Ho Family Trust<br>146 ROBINSON ROAD, #01-01<br>SINGAPORE, U0 068909                    |               | X         |         |       |

## Signatures

THE GRANDE HOLDINGS LIMITED, By: /s/ Ruby Lee  
Yen Kee

02/27/2006

\_\_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) The Grande Group Limited ("GGL") is the direct beneficial owner of 260,000 common shares of the Issuer. Christopher Ho Wing On is the sole beneficiary of the Ho family Trust (the "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 62.72% of the share capital of The Grande Holdings

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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 as Exhibit 99.1 of Form 3, dated December 15, 2005, by S&T International Distribution Ltd.

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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