**VOXX International Corp** Form 4 November 17, 2014

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

See Instruction 1(b).

(Last)

(City)

(Instr. 3)

Form 5

obligations

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person \* LAVELLE PATRICK M

(First)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

Symbol

VOXX International Corp [VOXX]

(Check all applicable)

180 MARCUS BLVD

3. Date of Earliest Transaction

(Month/Day/Year)

\_X\_\_ Director X\_ Officer (give title

10% Owner Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

07/24/2014

below)

Issuer

below)

President and CEO

(Street) 4. If Amendment, Date Original

(Middle)

(Zip)

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

(Instr. 4)

Person

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

HAUPPAUGE, NY 11788

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

(State)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

Reported Transaction(s)

Code V Amount (D) Price

(A)

(Instr. 3 and 4)

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

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SEC 1474 (9-02)

(Instr. 4)

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

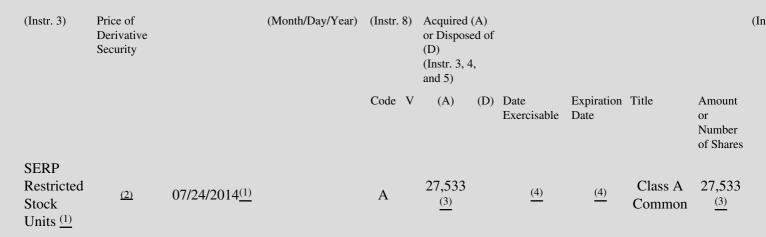
Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 **Underlying Securities** De (Instr. 3 and 4) Sec

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### **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAVELLE PATRICK M 180 MARCUS BLVD HAUPPAUGE, NY 11788	X		President and CEO	

### **Signatures**

/s/ Patrick
Lavelle

\*\*Signature of Reporting Person

Approximate Parameter Parameter

### **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).

As previously disclosed in the Issuer's Proxy Statement filed on June 10, 2014, 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 grant was made on January 30, 2014

- subject to shareholder approval of the Plan, which approval was obtained on July 24, 2014 at the Annual Meeting of Shareholders. 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.
- 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 closing price of a share of the Issuer's Class A Common Stock on January 30, 2014.
- The vested balance in the reporting person's SERP account is payable in cash, Class A Common Stock or a combination of both following

  (4) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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