

VOXX INTERNATIONAL CORP

FORM 8-K (Current report filing)

Filed 11/03/16 for the Period Ending 11/01/16

Address	180 MARCUS BLVD HAUPPAUGE, NY 11788
Telephone	6312317750
CIK	0000807707
Symbol	VOXX
SIC Code	5065 - Electronic Parts and Equipment, Not Elsewhere Classified
Industry	Auto Vehicles, Parts & Service Retailers
Sector	Consumer Cyclical
Fiscal Year	02/29

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15 (d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 1, 2016

VOXX INTERNATIONAL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

0-28839

(Commission File Number)

13-1964841

(IRS Employer Identification No.)

2351 J Lawson Boulevard, Orlando, Florida

(Address of principal executive offices)

32824

(Zip Code)

Registrant's telephone number, including area code (800) 645-7750

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(e))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors;
Officers; Compensatory Arrangements of
Certain Officers**

Appointment of Certain

On November 1, 2016, VOXX International Corporation (the “Company”) reported that the Class A Directors of the Company’s Board of Directors elected John Adamovich, Jr. as a Class A Director to serve until the next annual meeting of shareholders. Mr. Adamovich will serve on the Audit, Compensation and Affiliated Transaction Committees of the Board. Mr. Adamovich will be compensated as a Class A independent director as set forth under the caption “Compensation of Directors” in the Company’s Proxy Statement filed with the SEC on June 10, 2016.

Item 7.01 Regulation FD Disclosure

On November 3, 2016, the Company issued a press release announcing the election of John Adamovich, Jr. as a Class A Director of the Company. A copy of the press release issued by the Company is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished under Item 7.01, including Exhibit 99.1, shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be incorporated by reference into any registration statement filed under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

EXHIBIT INDEX

Exhibit No. Description

99.1 Press Release, dated November 3, 2016, relating to the election of John Adamovich, Jr. as a Class A director (filed herewith).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

VOXX INTERNATIONAL CORPORATION (Registrant)

Date: November 3, 2016

By: /s/ Charles M. Stoehr

Charles M. Stoehr
Senior Vice President and
Chief Financial Officer

JOHN ADAMOVICH, JR. JOINS VOXX INTERNATIONAL CORPORATION'S BOARD OF DIRECTORS

ORLANDO, FLA. and HAUPPAUGE, N.Y., November 3, 2016 - VOXX International Corporation (NASDAQ: VOXX), a leading manufacturer and distributor of automotive, consumer accessories and premium audio products, today announced the addition of John Adamovich, Jr. as an independent Director of the Company, effective immediately.

Mr. Adamovich was appointed by the Company's independent members of the Board of Directors after an extensive search to fill the vacancy on the Board following the 2016 Annual Meeting of Stockholders. He brings to VOXX over 40-years of financial and management experience, and a wealth of expertise in corporate finance, corporate governance, mergers and acquisitions, and SEC and risk management compliance.

In his most recent position, Mr. Adamovich served as Chief Financial Officer of Aeroflex Holding Corp., a NYSE-listed aerospace and test & measurement company focused on wireless communications. He served as Chief Financial Officer for almost a decade, and was responsible for all financial functions, including corporate reporting, financial planning, accounting, tax, treasury, insurance, internal audit, IT, and risk management. While with Aeroflex, he was instrumental in the Company's efforts to go public in 2010 and all corporate financings thereafter. He was also intricately involved in M&A activities, having overseen both acquisitions and divestitures, and ultimately, the sale of Aeroflex to Cobham PLC.

Prior to Aeroflex, Mr. Adamovich served as Executive Vice President and Chief Financial Officer of Rainbow Media Enterprises, a subsidiary of Cablevision Systems Corporation, where he oversaw finance functions for the Company's direct broadcast satellite business, three national cable television networks and a regional movie chain. Previously, he served as Group Vice President and Chief Financial Officer and Treasurer of NYSE listed Pall Corporation, a leading manufacturer of filtration, separation and purification solutions. In this role, he was responsible for the global finance department and related initiatives, including corporate reporting, financial planning, accounting, tax, treasury, insurance, internal audit and investor relations. He was intricately involved in business planning and reorganization initiatives. Earlier in his career, Mr. Adamovich held a number of roles over a more than 20-year period with KPMG, ultimately as an SEC Reviewing Partner and Professional Practice Partner.

"We are excited to welcome John to our Board and look forward to working with him closely as we enter such an important time in our Company's evolution. He brings over 40 years of combined experience, across a diverse range of industries and with extensive experience in financial areas that relate to our current and future business needs. He will add a valuable perspective to our Board and on behalf of all of us, I would like to officially welcome him," said John Shalam, Chairman of the Board.

Mr. Adamovich's appointment expands the Company's Board of Directors to eight. He is an independent Director as defined by the Securities and Exchange Commission, and will serve on VOXX International's Audit, Compensation and Special Transactions committees.

John Adamovich, Jr. Joins VOXX International Corporation's Board of Directors

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Mr. Adamovich has also served on the Board of Delta Financial Corporation. He is a member of the American Institute of CPA's (AICPA) and the New York State Society of CPA's (NYSSCPA). He graduated from St John's University in 1975 with a Bachelor's degree in Accounting and in 1988 received an honorary Doctorate in Commercial Science.

About VOXX International Corporation

VOXX International Corporation (NASDAQ:VOXX) formerly Audiovox Corporation has grown into a worldwide leader in many automotive and consumer electronics and accessories categories, as well as premium high-end audio. Today, VOXX International is a global company with an extensive distribution network that includes power retailers, mass merchandisers, 12-volt specialists and most of the world's leading automotive manufacturers. The Company continues to drive innovation throughout all of its subsidiaries, and maintains its commitment to exceeding the needs of the consumers it serves.

Safe Harbor Statement

Except for historical information contained herein, statements made in this release that would constitute forward-looking statements may involve certain risks and uncertainties. All forward-looking statements made in this release are based on currently available information and the Company assumes no responsibility to update any such forward-looking statements. The following factors, among others, may cause actual results to differ materially from the results suggested in the forward-looking statements. The factors include, but are not limited to risks that may result from changes in the Company's business operations; our ability to keep pace with technological advances; significant competition in the automotive, premium audio and consumer accessories businesses; our relationships with key suppliers and customers; quality and consumer acceptance of newly introduced products; market volatility; non-availability of product; excess inventory; price and product competition; new product introductions; foreign currency fluctuations and concerns regarding the European debt crisis; restrictive debt covenants; the possibility that the review of our prior filings by the SEC may result in changes to our financial statements; and the possibility that stockholders or regulatory authorities may initiate proceedings against VOXX International Corporation and/or our officers and directors as a result of any restatements. Risk factors associated with our business, including some of the facts set forth herein, are detailed in the Company's Form 10-K for the fiscal year ended February 28, 2016.

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