

STOEHR CHARLES M

Form 4

August 16, 2017

**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 \*  
STOEHR CHARLES M

2. Issuer Name **and** Ticker or Trading  
Symbol

VOXX International Corp [VOXX]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

180 MARCUS BLVD

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

07/20/2017

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

CFO and Senior Vice President

(Street)

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

HAUPPAUGE, NY 11788

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

(City) (State) (Zip)

**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)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not  
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SEC 1474  
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secur
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 9)	(Instr. 10)	(Instr. 11)	(Instr. 12)	(Instr. 13)	(Instr. 14)	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
SERP Restricted Stock Units <sup>(1)</sup>	<u>(2)</u>	07/20/2017 <u>(1)</u>	A		5,973 <u>(3)</u>		<u>(4)</u>	<u>(4)</u>	Class A Common	5,973 <u>(3)</u>	\$ 0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STOEHR CHARLES M 180 MARCUS BLVD HAUPPAUGE, NY 11788	X		CFO and Senior Vice President	

## Signatures

/s/ Charles M.  
Stoehr

08/16/2017

**\*\*Signature of** \_\_\_\_\_ **Date** \_\_\_\_\_  
**Reporting Person**

### 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).
- 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 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
- (1) 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
- (2) 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.
- Represents the aggregate number of RSUs allocated to the reporting person under the SERP as of the date of grant based on the Fair
- (3) Market Value defined as the mean between the highest and lowest quoted selling price of a share of the Issuer's Class A Common Stock on July 20, 2017.
- The vested balance in the reporting person's SERP account is payable in cash, Class A Common Stock or a combination of both followin
- (4) a Participant's termination of service due to death, Disability, retirement no less than 3 years from the date of grant or a reason approved by the Board in accordance with Article 2.2 of the Plan.
- The number of RSUs allocated to the reporting person under the SERP is determined by dividing the amount of deferred eligible
- (5) compensation by the Fair Market Value 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.

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