

VOXX International Corp  
 Form 4  
 July 25, 2016

**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 \*  
 Jacobs Paul  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
 VOXX International Corp [VOXX]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

C/O KLIPSCH GROUP INC., 3502 WOODVIEW TRACE, SUITE 220  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 07/21/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President and CEO for KGI

INDIANAPOLIS, IN 46268  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	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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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. De
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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)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
SERP Restricted Stock Units <sup>(1)</sup>	<u>(2)</u>	07/21/2016 <sup>(1)</sup>	A	16,048 <sup>(3)</sup>					<u>(4)</u>	<u>(4)</u>	Class A Common	16,048 <sup>(3)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jacobs Paul C/O KLIPSCH GROUP INC. 3502 WOODVIEW TRACE, SUITE 220 INDIANAPOLIS, IN 46268			President and CEO for KGI	

## Signatures

/s/ Paul Jacobs                      07/25/2016  
 \*\*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).
  - (1) 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 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.
  - (2) 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 Fair 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 21, 2016.
  - (4) The vested balance in the reporting person's SERP account is payable in cash, Class A Common Stock or a combination of both following 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 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.