

VOXX International Corp
Form 8-K
July 26, 2016

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): July 21, 2016

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

Delaware
(State or other jurisdiction of
incorporation or organization)
13-1964841
(IRS Employer Identification No.)

0-28839
(Commission File Number)

2351 J Lawson Blvd., Orlando, Florida 32824
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (800) 654-7750

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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

On July 21, 2016, the following matters were voted upon and approved by VOXX International Corporation's (the "Company") shareholders at the Company's Annual Meeting of Shareholders.

- (1) The election of seven members to the Board of Directors; and,
- (2) The ratification of the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending February 28, 2017.

1. Election of Directors

| Director's Name | Votes For | Votes Withheld | Broker Non-Votes |
|-----------------|-----------|----------------|------------------|
|-----------------|-----------|----------------|------------------|

Class A Directors:

| | | | |
|---------------------|-----------|-----------|-----------|
| Paul C. Kreuch, Jr. | 8,362,660 | 8,337,968 | 3,720,797 |
| Peter A. Lesser | 9,799,197 | 6,901,431 | 3,720,797 |
| Denise Gibson | 9,944,698 | 6,755,930 | 3,720,797 |

Class A and B Directors:

| | | | |
|--------------------|------------|-----------|-----------|
| John J. Shalam | 33,633,311 | 5,676,857 | 3,720,797 |
| Patrick M. Lavelle | 33,787,478 | 5,522,690 | 3,720,797 |
| Charles M. Stoehr | 32,401,609 | 6,908,559 | 3,720,797 |
| Ari M. Shalam | 33,680,260 | 5,629,908 | 3,720,797 |

- 2. Ratification of the Appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending February 28, 2017:

| Votes For | Votes Against | Votes Abstained |
|-----------|------------------|--------------------|
|-----------|------------------|--------------------|

| | | |
|------------|---------|---------|
| 42,583,782 | 225,816 | 221,367 |
|------------|---------|---------|

Item 7.01 Regulation FD Disclosure

On July 21, 2016, during the Company's Annual Meeting of Shareholders, John J. Shalam, the Company's Chairman of the Board, made remarks to the Company's shareholders and invited guests and a question and answer period followed. A transcript of Mr. Shalam's remarks and the question and answer period is attached to this Form 8-K as Exhibit 99.1.

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 Transcript of Shareholders Meeting (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: July 26, 2016
BY: /s/ Charles M. Stoehr
Charles M. Stoehr
Senior Vice President and
Chief Financial Officer