

PROSPECTUS SUPPLEMENT NO. 5 TO PROSPECTUS DATED JULY 13, 1995

\$65,000,000

3,772,317 Shares

AUDIOVOX CORPORATION

6 1/4% CONVERTIBLE SUBORDINATED DEBENTURES DUE 2001

(Interest payable March 15 and September 15)

Class A Common Stock, par value \$.01 per share

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The Prospectus dated July 13, 1995, as amended, is hereby supplemented as follows to restate, in its entirety, the "Selling Securityholders" section on page 22 of the Prospectus:

SELLING SECURITYHOLDERS

The Debentures were issued by the Company to the Initial Purchasers on March 15, 1994 pursuant to a private placement, and, except as set forth below, were acquired by the Selling Securityholders offering Debentures hereby in connection with resale transactions with the Initial Purchasers pursuant to Rule 144A and Regulation S under the Securities Act or from other holders acquiring such Debentures from prior holders thereof. In the case of Oppenheimer & Co., Inc., the Debentures were acquired from both the Company and third parties in the market. The following table sets forth

information concerning the principal amount of Debentures beneficially owned by each Selling Securityholder which may be offered from time to time pursuant to this Prospectus. Other than as a result of the ownership of Debentures or Class A Common Stock, none of the Selling Securityholders has had any material relationship with the Company within the past three years. The table has been prepared based upon information furnished to the Company by the Trustee for the Debentures, by The Depository Trust Company and by or on behalf of the Selling Securityholders.

Name	Principal Amount of Debentures Beneficially Owned (\$)	Principal Amount of Debentures that May be Sold (\$)	Percent of Outstanding Debentures
SC Fundamental Value Fund, L.P.	12,067,000	12,067,000	18.6
SC Fundamental Value BVI, Ltd.	7,458,000	7,458,000	11.5
Oppenheimer & Co., Inc.	6,265,000	6,265,000	9.6
Donaldson, Lufkin & Jenrette	3,590,000	3,590,000	5.5
Commonwealth Life Ins. Co. - Stocktrac (Teamsters I)	3,200,000	3,200,000	4.9
Drouot Securite	3,000,000	3,000,000	4.6
Nap & Co.	2,625,000	2,625,000	4.0
Rochester Fund Series - The Bond Fund for Growth	2,500,000	2,500,000	3.8
Dean Witter Convertible Securities Trust	2,500,000	2,500,000	3.8
Offshore Strategies	1,750,000	1,750,000	2.7
TCW Convertible Securities Fund	1,455,000	1,455,000	2.2
JMG Capital Partners, L.P.	1,400,000	1,400,000	2.2
State of Michigan Employees Retirement Fund	1,010,000	1,010,000	1.6
Paresco, Inc.	1,000,000	1,000,000	1.5
Kellner, DiLeo & Co.	1,000,000	1,000,000	1.5
Zazove Convertible Fund, L.P.	980,000	980,000	1.5
Northman & Co.	765,000	765,000	1.2
BKP Convertible Trading, L.P.	750,000	750,000	1.2

Sage Capital	700,000	700,000	1.1
TCW Convertible Strategy Fund	660,000	660,000	1.0
Connecticut Mutual Life Insurance Company	645,000	645,000	1.0
North Dakota State Workers	555,000	555,000	0.9
Fuelship & Co.	510,000	510,000	0.8
Blazemaster & Co.	500,000	500,000	0.8
Angelo, Gordon & Co., L.P.	500,000	500,000	0.8
Raymond James & Associates	500,000	500,000	0.8
Winchester Convertible Plus, Ltd.	450,000	450,000	0.7
Owk & Co.	425,000	425,000	0.7
Quasar International Partners, C.V.	420,000	420,000	0.6
Davos Partners, L.P.	420,000	420,000	0.6
TCW/DW Income and Growth Fund	405,000	405,000	0.6
North Dakota State Employees	330,000	330,000	0.5
Octant & Co.	300,000	300,000	0.5
Hare & Co. FBO Christian Science Trustees for Gifts and Endowments	300,000	300,000	0.5
Catholic Mutual Relief Society Retirement Income Trust (Plan)	290,000	290,000	0.4
Catholic Mutual Relief Society of America	260,000	260,000	0.4
Libertyview Plus Fund	250,000	250,000	0.4
Verdant Investors Group	250,000	250,000	0.4
St. Claire, L.P.	250,000	250,000	0.4
Palladin Partners	250,000	250,000	0.4

Colonial Penn Life Ins. Co.	250,000	250,000	0.4
Colonial Penn Insurance Co.	250,000	250,000	0.4
Union Bancaire Privee, CBI-TDB	250,000	250,000	0.4
Voleon Shipping Corporation	200,000	200,000	0.3
Venture Income Plus	200,000	200,000	0.3
Community National Assurance Company	150,000	150,000	0.2
Parsenn Partners Limited	80,000	80,000	0.1
SC Fundamental Inc. Employee Profit Sharing	75,000	75,000	0.1
Adrienne Partners, L.P.	60,000	60,000	0.1
Nikolas Pappis	50,000	50,000	0.1
Khurshid Khan	50,000	50,000	0.1
Georgios Petrou	50,000	50,000	0.1
Erinyes & Co.	50,000	50,000	0.1
Bost & Co.	50,000	50,000	0.1
Canadian Imperial Bank of Commerce (Swisse) S.A.	45,000	45,000	0.1
Vasilios Leonardos	25,000	25,000	0.1
Vasilios Kalantzis	25,000	25,000	-
Georgios Nikolopoulos	25,000	25,000	-
Georgios Arsenis	25,000	25,000	-
Anastasios Pantos	25,000	25,000	-
Richcourt & Strategies, Inc.	20,000	20,000	-
Potoula Kostead	20,000	20,000	-

Zazove Aggressive Growth Fund, L.P.	20,000	20,000	-
Emanouil Papadogiannakis	15,000	15,000	-
Kathryn Scherz Trust	10,000	10,000	-
Ioannis Rozakos	10,000	10,000	-
Georgios Papagounos	10,000	10,000	-
Fahnestock & Co. Inc.	10,000	10,000	-
Other Selling Securityholders	465,000	465,000	.8
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Total	65,000,000	65,000,000	100.0

Information concerning the Selling Securityholders may change from time to time and will be set forth in Supplements to this Prospectus. As of the date of this Prospectus, the aggregate principal amount of Debentures outstanding is \$65,000,000 which may be converted into 3,672,317 shares of Class A Common Stock.

Because the Selling Securityholders may offer all or some of the Debentures and shares of Class A Common Stock issued upon conversion thereof pursuant to the offering contemplated by this Prospectus, and because there are currently no agreements, arrangements or understandings with respect to the sale of any of the Debentures or shares of Class A Common Stock that will be held by the Selling Securityholders after of this offering, no estimate can be given as to the principal amount of Debentures or shares of Class A Common Stock that will be held by the Selling Securityholders after completion of this offering. See "Plan of Distribution."

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The date of this Prospectus Supplement No. 5 is April 25, 1996.

