SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Geise Ian Sebastian	2. Date of Event Requiring Statement (Month/Day/Year) 07/21/2016		3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>VOXX International Corp</u> [ VOXX ]					
(Last) (First) (Middle) C/O VOXX ACCESSORIES CORPORATION 3502 WOODVIEW TRACE (Street)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)         Director       10% Owner         X       Officer (give title below)       Other (specify below)         President Voxx Accessories		r cify 6. Inc Appli	<ul> <li>5. If Amendment, Date of Original Filed (Month/Day/Year)</li> <li>6. Individual or Joint/Group Filing (Check Applicable Line)</li> <li>X Form filed by One Reporting Person Form filed by More than One</li> </ul>		
INDIANAPOLIS IN     46268       (City)     (State)     (Zip)						Reporting Pe		
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			. Amount of Securities seneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		tture of Indirect Beneficial Ownership r. 5)		
Class A Common Stock			0	D				
Table II - Derivative Securities Beneficially Owned         (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
SERP - Restricted Stock Units - Grant Date 01/30/2014 <sup>(1)</sup>	(2)	(2)	Class A Common Stock	<b>4,3</b> 11 <sup>(3)</sup>	(4)	D		
SERP - Restricted Stock Units - Grant Date 12/02/2014 <sup>(1)</sup>	(2)	(2)	Class A Common Stock	<b>4,954</b> <sup>(3)</sup>	(4)	D		
SERP - Restricted Stock Units - Grant Date 07/08/2015 <sup>(1)</sup>	(2)	(2)	Class A Common Stock	4,098 <sup>(3)</sup>	(4)	D		
SERP - Restricted Stock Units - Grant Date 07/21/2015 <sup>(1)</sup>	(2)	(2)	Class A Common Stock	11,439 <sup>(3)</sup>	(4)	D		

Explanation of Responses:

1. 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 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.

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 each of the grant dates, January 30, 2014, December 2, 2014, July 8, 2015 and July 21, 2016, respectively.

4. 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.

/s/ Ian Sebastian Geise	07/25/2016

\*\* Signature of Reporting Person Date

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

 $^{\ast}$  If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.