FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number:

Estimated average burden 0.5 hours per response:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person **VOXX** International Corp [VOXX] LESSER PETER A Director 10% Owner Officer (give title Other (specify 3. Date of Earliest Transaction (Month/Day/Year) below) below) (Last) (First) (Middle) 12/31/2012 C/O AUDIOVOX CORPORATION 180 MARCUS BLVD. 6. Individual or Joint/Group Filing (Check Applicable Line) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Street) Form filed by One Reporting Person 11788 HAUPPAUGE NY Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 6. Ownership 7. Nature **Execution Date** Transaction Securities Form: Direct of Indirect (Month/Day/Year) if any (Month/Day/Year) (D) or Indirect (I) (Instr. 4) Code (Instr. 5) Beneficially Beneficial Owned Following Ownership 8) Reported (Instr. 4) (A) or (D) Transaction(s) ٧ Code Amount Price (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

Expiration Date

(Month/Day/Year)

6. Date Exercisable and

5. Number

Derivative

Securities

Transaction Code (Instr. 8)

	Derivative Security				Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				(Instr. 3 and 4)			Following Reported Transaction(s) (Instr. 4)	(I) (Instr. 4)	(Instr. 4)
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (Right to Buy) ⁽¹⁾	\$6.79	12/31/2012	A		6,000		07/01/2013	06/30/2015	Class A Common	6,000	\$0	6,000	D	

Explanation of Responses:

1. Reporting person received a stock option grant on December 31, 2012.

3. Transaction

(Month/Day/Year)

Remarks:

1. Title of

Derivative

Security

(Instr. 3)

Conversion

or Exercise Price of

/s/ Peter Lesser

7. Title and

Amount of

Securities

Underlying

8. Price of

Derivative

Security

(Instr. 5)

9. Number of

derivative

Securities

Beneficially

11. Nature

of Indirect

Beneficial

Ownership

Ownership

orm:

Direct (D)

01/03/2013

** Signature of Reporting Person

Date

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

3A. Deemed

Execution Date

(Month/Day/Year)

- * 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).

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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