

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 7, 2005

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

Delaware ----- (State or other jurisdiction of incorporation)	0-28839 ----- (Commission File Number)	13-1964841 ----- (I.R.S. Employer Identification No.)
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180 Marcus Blvd., Hauppauge, New York ----- (Address of principal executive offices)	11788 ----- (Zip Code)
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Registrant's telephone number, including area code (631) 231-7750

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))

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Item 3.01 NOTICE OF DELISTING OR FAILURE TO SATISFY A CONTINUED LISTING RULE OR STANDARD; TRANSFER OF LISTING.

On March 1, 2005, Audiovox Corporation (the "Company") issued a press release (the "Press Release") announcing that the Company expects to file its Form 10-K for fiscal 2004 on or before March 31, 2005 and stating that the Company's auditors require additional time to complete the fiscal 2002 audit of the Company and its subsidiaries. The Press Release also reported that the Company anticipates receiving a delisting notice from Nasdaq. On March 1, 2005, the Company also filed a Current Report on Form 8-K with the Securities & Exchange Commission (the "SEC") to report the issuance of the Press Release.

On March 3, 2005, the Company received a Nasdaq Staff Determination Letter indicating the Company's securities are subject to delisting from Nasdaq at the opening of business on March 14, 2005, because the Company's Annual Report on Form 10-K was not filed and as a result the Company failed to comply with the requirements for continued listing set forth in Nasdaq's Marketplace Rule 4310(c)(14). Effective at the opening of business on March 7, 2005, the fifth character "E" will be appended to the Company's trading symbol and it will be

changed from VOXX to VOXXE.

The Company intends to request a hearing before a Nasdaq Listing Qualifications Panel to review the Staff Determination and request continued listing on Nasdaq until our auditors complete the audit of our consolidated financial statements for the fiscal year ended November 30, 2002 and we file our Form 10-K for fiscal 2004. A hearing request will stay the delisting of our securities pending a written decision of the Nasdaq Listing Qualifications Panel. There can be no assurance that the Panel will grant our request for continued listing.

Item 7.01 REGULATION FD DISCLOSURES.

On March 7, 2005, we issued a press release announcing that we had received notification from Nasdaq that our securities are subject to delisting. This press release is attached as Exhibit 99.1.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

Exhibit	Description
99.1	Press Release dated March 7, 2005 announcing delisting notice from Nasdaq.

SIGNATURE

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.

Date: March 7, 2005

AUDIOVOX CORPORATION

/s/ Charles M. Stoehr
Charles M. Stoehr
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.

Description

99.1	Press Release dated March 7, 2005 announcing delisting notice from Nasdaq.
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- Company Will Request Hearing With Nasdaq Regarding Continued Listing of its Common Stock -
- "E" to be Added to Stock Symbol Due to Non-compliance with NASD Marketplace Rule 4310(c)(14) -

Hauppauge, NY, March 7, 2005. . . Audiovox Corporation (Nasdaq: VOXX) today announced that on March 3, 2005 it received a Nasdaq Staff Determination indicating that the Company has failed to comply with the filing requirement for continued listing set forth in NASD Marketplace Rule 4310(c)(14), and that its securities are, therefore, subject to delisting from The Nasdaq Stock Market, Inc. NASD Marketplace Rule 4310(c)(14) requires that Nasdaq issuers timely file their periodic reports in compliance with the reporting obligations under the federal securities laws.

As previously announced on March 1, 2005, the Company has not timely filed its Annual Report on Form 10-K for the fiscal year ended November 30, 2004. At the opening of business on March 7, 2005, a fifth character "E" will be appended to the Company's trading symbol so that it will be changed from VOXX to VOXXE.

The Company intends to appeal the Staff's determination by requesting a hearing before a Nasdaq Listing Qualification Panel (the "Panel"). The time and place of such hearing will be determined by the Panel however, the delisting of the Company's securities will be stayed pending the outcome of such hearing. If the Company fails to request a hearing by March 10, 2005, its securities will be delisted from Nasdaq at the opening of business on March 14, 2005 without further notice. There can be no assurance that the Panel will grant the Company's request for continued listing, however, the Company understands that if it files its 2004 Form 10-K prior to such hearing, the listing of the Company's securities will continue and the VOXX trading symbol will be restored.

About Audiovox

Audiovox Corporation is a leading international supplier and value added service provider in the consumer electronics industry. The Company conducts its business through subsidiaries and markets, mobile and consumer electronics products both domestically and internationally under several of its own brands. It also functions as an OEM (Original Equipment Manufacturer) supplier to a wide variety of customers, through several distinct distribution channels. For additional information, please visit Audiovox on the Web at <http://www.audiovox.com>.

Safe-Harbor Language

Except for historical information contained herein, statements made in this release that would constitute forward-looking statements may involve certain risks and uncertainties. All forward-looking statements made in this release are based on currently available information and the Company assumes no responsibility to update any such forward-looking statement. The following factors, among others, may cause actual results to differ materially from the results suggested in the forward-looking statements. The factors include, but are not limited to, risks that may result from changes in the Company's business operations; our ability to keep pace with technological advances; significant competition in the mobile and consumer electronics businesses; our relationships with key suppliers

- more -

EXHIBIT 99.1

Audiovox Announces Delisting Notice from Nasdaq
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and customers; quality and consumer acceptance of newly introduced products; market volatility; non-availability of product; excess inventory; price and product competition; new product introductions; the possibility that the review of our prior filings by the SEC may result in changes to our financial statements; and the possibility that stockholders or regulatory authorities may initiate proceedings against Audiovox and/or our officers and directors as a result of any restatements or other corporate actions. Risk factors associated with our business, including some of the facts set forth herein, are detailed in the Company's Form 10-K/A for the fiscal year ended November 30, 2003 and Form 10-Q for the fiscal 2004 third quarter ended August 31, 2004.

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EXHIBIT 99.1