

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report: April 5, 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
(IRS Employer Identification No.)

180 Marcus Boulevard, Hauppauge, New York
(Address of Principal Executive Offices)

11788
(Zip Code)

(631) 231-7750
(Registrant's Telephone Number, Including Area Code)

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 8.01 Other Events

On April 5, 2005, Audiovox Corporation (the "Company") issued a press release announcing it received notification from Nasdaq that with the filing of its Form 10-K, the Company has achieved compliance with Nasdaq listing requirements. In addition, on April 6, 2005 the Company issued a press release announcing it received the final escrow payment and the remaining balance of outstanding net working capital adjustments associated with the sale of certain assets of its cellular subsidiary. Please see the copy of the releases that are furnished herewith as Exhibit 99.1 and 99.2.

The information furnished under this Item 8.01, 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.

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.

AUDIOVOX CORPORATION (Registrant)

Date: April 7, 2005

/s/ Charles M. Stoehr

Charles M. Stoehr
Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit No. Description

- 99.1 Press Release, dated April 5, 2005, reporting Audiovox Corporation's compliance with Nasdaq listing requirements.
- 99.2 Press Release, dated April 6, 2005, announcing Audiovox Corporation's receipt of the escrow payment and remaining balance of outstanding net working capital adjustments associated with the sale of certain assets of Audiovox Communications Corp.

Audiovox Fulfills Nasdaq Listing Requirements; "E" To Be Removed
From Stock Symbol

Hauppauge, NY -- April 5, 2005 -- Audiovox Corporation (NASDAQ: VOXXE), today announced that it has received notification from Nasdaq that as a result of its Form 10-K filing on March 31, 2004, it is now in compliance with Nasdaq listing requirements and the pending hearing has therefore been cancelled. As such, the fifth character "E" will be removed from the Company's trading symbol effective at the market open on April 6, 2005.

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>.

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 as well as the wireless business; our relationships with key suppliers 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. Risk factors associated with our business, including some of the facts set forth herein, are detailed in the Company's Form 10-K for the fiscal year ended November 30, 2004.

Investor Relations Contact:
Glenn Wiener
GW Communications
(212) 786-6011 or gwiener@GWcco.com

EXHIBIT 99.1

Hauppauge, NY, April 6, 2005 . . . Audiovox Corporation (NASDAQ: VOXX) announced today that it has received the final escrow payment and the remaining balance of outstanding net working capital adjustments associated with the sale of its cellular subsidiary's business, Audiovox Communications Corp. (ACC) to UTStarcom, Inc. (NASDAQ: UTSI). One hundred percent of the escrow was paid, as there were no disputes or adjustments to the transaction.

In total, the Company received gross proceeds of \$322.1 million, which includes the total purchase price of \$165.1 million, \$148.5 million in collected accounts receivables and \$8.5 in net working capital adjustments. John Shalam, Chairman, President and CEO of Audiovox Corporation added, "As we have stated before, we believe this transaction was in the best interest of our Company and its shareholders. The Company collected all of the proceeds anticipated at the signing of this deal." Shalam further stated, "We now look forward to using the proceeds to build our portfolio of brands and continue the search for synergistic and strategic acquisitions that will help fuel our company's future growth." About Audiovox Audiovox Corporation is a leading international distributor and value added service provider in the consumer electronics industry. The Company conducts its business through subsidiaries and markets its products both domestically and internationally under its own brands. It also functions as an OEM (Original Equipment Manufacturer) supplier to several customers. 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 as well as the wireless business; our relationships with key suppliers 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. Risk factors associated with our business, including some of the facts set forth herein, are detailed in the Company's Form 10-K for the fiscal year ended November 30, 2004.

Company Contact:
C. Michael Stoehr, SVP/CFO
Audiovox Corporation
(631) 231-7750

Public and Investor Relations Contact:
Glenn Wiener
GW Communications
(212) 786-6011 or gwiener@GWCCo.com