

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15 (d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 24, 2014

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

Delaware
(State or other jurisdiction of
incorporation or organization)

0-28839
(Commission File Number)

13-1964841
(IRS Employer Identification No.)

180 Marcus Blvd., Hauppauge, New York
(Address of principal executive offices)

11788
(Zip Code)

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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

On July 24, 2014, the following matters were voted upon and approved by VOXX International Corporation's (the "Company") shareholders at the Company's Annual Meeting of Shareholders.

- (1) The election of eight members to the Board of Directors; and,
- (2) Approval of the Company's 2014 Omnibus Equity Incentive Plan; and,
- (3) Approval, by non-binding advisory vote, of the compensation paid to the Company's named executives; and,
- (4) The ratification of the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending February 28, 2015.

1. Election of Directors

<u>Director's Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
<u>Class A Directors:</u>			
Paul C. Kreuch, Jr.	15,114,672	1,890,560	3,412,395
Peter A. Lesser	13,924,595	3,080,637	3,412,395
Stan Glasgow	15,664,843	1,340,389	3,412,395
<u>Class A and B Directors:</u>			
John J. Shalam	32,702,212	6,912,560	3,412,395
Patrick M. Lavelle	33,028,000	6,586,772	3,412,395
Charles M. Stoehr	31,150,903	8,463,869	3,412,395
Ari M. Shalam	32,655,845	6,958,927	3,412,395
Fred S. Klipsch	32,580,985	7,033,787	3,412,395

2. Approval of the Company's 2014 Omnibus Equity Incentive Plan:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>
38,885,718	637,884	91,170

3. Approval, by non-binding advisory vote, of the compensation paid to the Company's named executives:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>
32,902,286	6,261,134	451,352

4. **Ratification of the Appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending February 28, 2015:**

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>
42,519,968	374,018	133,181

Item 7.01 Regulation FD Disclosure

On July 24, 2014, during the Company's Annual Meeting of Shareholders, John J. Shalam, the Company's Chairman of the Board, made remarks to the Company's shareholders and invited guests. The transcript of Mr. Shalam's remarks is attached to this Form 8-K as Exhibit 99.1.

Item 8.01 Other Events.

On July 24, 2014, the Board of Directors of the Company unanimously approved, at the recommendation of the Audit Committee of the Board, a revised Charter of the Audit Committee of the Board, a copy of which is attached to this Form 8-K as Exhibit 99.2. A copy of the revised charter is also available in the Investor Relations section of the Company's website at www.voxxintl.com.

The information furnished under Items 7.01 and 8.01, including Exhibits 99.1 and 99.2, 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.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Chairman's Remark at Shareholders Meeting (filed herewith).
99.2	VOXX International Corporation Audit Committee Charter (filed herewith).

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.

VOXX International Corporation (Registrant)

Date: July 25, 2014

BY: /s/ Charles M. Stoehr
Charles M. Stoehr
Senior Vice President and
Chief Financial Officer

John J. Shalam, Chairman of the Board, Remarks to 2014 Annual Shareholders Meeting

Thank you Glenn and welcome to our Fiscal 2014 Annual Meeting of Stockholders. Before I make any formal remarks on our business, I would first like to congratulate each of our Board members on their re-election today. Paul, Peter, Stan, Fred, Ari, Pat and Michael...all of you continue to play such an important role at VOXX...and your insights into the markets and our business have helped shape our future strategy. I am thankful for your leadership, your counsel and your friendships.

I would also like to congratulate our auditors, Grant Thornton, on their re-appointment. As we've expanded our operations across the world, the job you perform continues to expand and I know it has not been easy. On behalf of our management teams, I want to thank you for the support you have given us.

I know this is the annual meeting and my remarks should focus on the immediate past year and our outlook for the future, however I have been at the helm of this company since its inception and I would like to comment on the transition of this business since those early days.

- In the last nearly 50 years, we have grown from a small car stereo company to a global consumer electronics giant.
- Along the way we have acquired over 30 brands, some of which are world renowned like Klipsch, RCA, Acoustic Research and Jensen....and international brands like Heco and Magnat.

- We have changed our business from being an OE purchaser to one where we now actually manufacture nearly 30% of all the products we sell.
- We are global with offices around the world and over 2,000 employees.
- We have partnered with powerhouse companies like Qualcomm, AT&T, Sirius Satellite Radio, just to name a few.
- And we are at the forefront in new technologies like biometrics and action cameras.

This is what we have become and this is why I have confidence in the future. Fiscal 14 was not a normal year, while we performed mostly to plan we were hampered by elements beyond our control. We executed our strategy and strengthened our relationships with our retail and automotive partners, while driving innovation in our offerings...this bodes well for our future. All this was accomplished despite a disappointing fourth quarter...not only just for us, but for the consumer electronics industry at large- - driven by harsh weather conditions and softness at retail throughout the U.S., and to a degree, in Europe as well.

I echo Pat Lavelle's remarks on our year-end investor call in May... we are building our business for the future. We continue to invest in our infrastructure to lower costs where we can, while also driving greater efficiencies in our operations. We're developing new products across all three of our business segments, and have entered into new alliances with emerging technology companies which we believe, represent strong growth opportunities...with existing customers and with new ones. And, we continue to improve our balance sheet, paying down a substantial portion of our debt, while generating cash from operations to fund our business and our future growth.

I have decided not to spend time during this meeting reviewing numbers that are now months old. Our most recent results on the first quarter fiscal 2015 as well as the finals on fiscal 2014 are readily available on our website and in SEC filings should you need to revisit them. I prefer to concentrate on our direction and the plans we have for both the immediate and long term direction of our company.

On the Automotive side, we continue to make great strides and this segment now represents the most significant portion of our business. We maintained our market leading positions in rear-seat entertainment, satellite radio, digital tuners and antennas and we have a host of new products, both in market and coming to market soon, that should drive growth for years to come.

Our Car Connection telematics solution... a new technology we entered last year is retailing at Sears, at Pep Boys, and a host of other retailers and is now available at WalMart under the Straight Talk brand, bringing the total number of storefronts selling Car Connection to over 20,000 nationwide!

We've added a Car Connection Insurance Discount Program with three large insurance companies – Liberty Mutual, American Family and The General. Now consumers who purchase Car Connection can opt to have their driving data reviewed by approved insurance carriers and potentially save hundreds of dollars in insurance premiums.

We continue to make headway in our OE Group, creating VOXX Hirschmann this year to combine all of our OEM business units into one group to give us the opportunity to bring technologies developed by each, to our global OEM

customer base. We have secured over \$240 million in new business since we acquired Hirschmann a little over two years ago.

In the solutions business we continue to make progress in the development of our smart antenna...a solar powered antenna that is used for tracking. We are aligned with AT&T as our partner and are in the testing phase now and believe this product can open up new growth channels in transportation companies around the world.

Our Premium Audio segment will debut Reference Series at Best Buy and other premium sound specialists in the second quarter and the Jamo Concert Series at retail in the third quarter. These are high-end, ultra-premium surround sound systems and speakers that deliver an unparalleled listening experience.

Additionally, there will be three new soundbars under the Reference and Energy brands also introduced during the third quarter. And finally, in headphones, we recently received high brand rankings, number 3 and number 1 respectively in Time magazine and Men's Health two premier lifestyle publications. This kind of recognition should help boost sales of these products as well.

We're also starting to see growth in our professional and commercial installation speaker lines as the construction market slowly improves. We continue to invest in the Klipsch brand, sponsoring bands and music tours and we have expanded our endorsements with celebrities building Klipsch's brand awareness with target consumers.

Our Consumer Accessories Segment has transitioned from lower margin products such as MP3's and digital voice recorders and moved into new and

more innovative categories such as wireless and Bluetooth speakers, power and charging products and the launch of our 808 Audio brand.

This year we also turned our attention to some new and emerging products and technologies...in new growth categories.

The first category is biometrics. We have both partnered with as the exclusive distributor in Europe and North America and invested \$3Million dollars in EyeLock, a company that has developed iris-based security, the most secure security measure outside of your own DNA and the most convenient and secure way to authenticate an individual's identity in the digital world.

We anticipate launch of myris at retail with the initial focus on the consumer but the retail channel is only one part of the story. We see tremendous opportunity on the enterprise side with financial institutions, hospitals, and industrial facilities for example, all of whom, are looking for safer security measures to protect information. In addition, we have received interest from several security companies that specialize in both residential and commercial perimeter security and they see an application for myris there as well.

- The second area is action cameras. We invested \$3 million in EyeSee360 and also established an exclusive distribution agreement for North America. The 360 FLY action camera is the world's first 360/240 degree camera that allows you to capture everything in front of you, behind you, to the sides of you...all in one shot. It's great for action sports, but also

the perfect for special engagements, like weddings and birthdays. These products launch this fall and as such should impact next year.

I can go on and on about products, but in the interest of time, I will focus my remaining remarks on our outlook. We provided guidance for sales of between \$825 to \$830 million, representing organic growth of about 3%, and an increase in gross margins to 29% or greater, free cash flow of \$40 million or greater, and EBITDA between \$54-\$55 million with potential up-side if the U.S. economy shows signs of continued improvement.

To grow we must invest and we will continue to invest in engineering and R&D as well as promotion and marketing support. In Fiscal '14, we improved our debt position by \$65 million and have lowered our debt further since our year-end report. We intend to use cash from operations to pay down debt, fund expansion and potential acquisitions. We have strong working relationships with the banking community led by Wells Fargo and we will remain opportunistic on the M&A front.

I am the single largest shareholder of VOXX International and my interests are very much aligned with yours. I remain very confident in our ability to execute and grow our market positions. I want to thank all of our employees and our executive management teams for their continued support. You have all done remarkable jobs over the past several years in getting us to this next phase of our corporate evolution. You are among the best in the industry and my dear friends. Thank you. I'd also like to thank our shareholders for sticking with us and supporting us as well. We have a bright future at VOXX and I look forward to the years ahead.

VOXX INTERNATIONAL CORPORATION
AUDIT COMMITTEE CHARTER

I. PURPOSE

The primary function of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities with respect to:

- A. the financial reports and other financial information provided by the Company to any governmental body or the public;
- B. the Company's systems of internal controls regarding finance, accounting, legal compliance and ethical behavior that management and the Board have established; and,
- C. the Company's auditing, accounting and financial reporting processes generally;
- D. the Company's compliance with legal and regulatory requirements;
- E. the independent auditors' qualifications and independence; and,
- F. the performance of the independent auditors by reviewing published financial information, reviewing the systems of internal control over financial reporting, and all audit processes outlined in the audit plan.

The Audit Committee's primary duties and responsibilities are to:

- A. serve as an independent and objective party to monitor the Company's financial reporting process and internal control system;
- B. review and appraise the audit efforts of the Company's principal accounting officer and its independent accountants; and,
- C. provide an open avenue of communication among the independent accountants, financial and senior management, the principal accounting officer, and the Board of Directors.

The Audit Committee will primarily fulfill these responsibilities by carrying out the activities enumerated in Section IV of this Charter.

II.COMPOSITION

The Audit Committee shall be comprised of three or more directors as determined by the Board. Each director member of the Audit Committee shall be an independent director, free from any relationship that, in the opinion of Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. All members of the Committee shall be able to read and understand fundamental financial statements, including a Company's balance sheet, income statement and cash flow statement. At least one member of the committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. At least one member of the Audit Committee may be qualified as a "financial expert." In order to qualify as a "financial expert" the individual must have an understanding of generally accepted accounting principles and financial statements; the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves; experience in preparing, auditing, analyzing or evaluating financial statements that are similar to the Company's financial statements in terms of breadth and complexity of issues presented, or experience actively supervising others performing such functions; an understanding of internal controls and procedures for financial reporting; and an understanding of audit committee functions. None of the members of the Audit Committee may have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company during the three years prior to their service on the Audit Committee.

The members of the Committee shall be elected by the Board at the annual meeting of the Board or until their successors shall be duly elected and qualified. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

II. MEETINGS

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee should meet at least annually with management, the principal accounting officer, and

the independent accountants in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately. In addition, the Committee or at least its Chair should meet with the independent accountants and management quarterly to review the Corporation's financials consistent with Section IV below.

IV. RESPONSIBILITIES AND DUTIES

While the fundamental responsibility for preparing the Corporation's financial statements rests with management and the responsibility for the audit of such financial statements rests with the Independent Accountants, the Committee shall have the following authority and responsibilities:

A. Documents/Reports Review

1. Review and update this Charter periodically, at least annually, as conditions dictate.
2. Review the Company's annual financial statements and any reports or other financial information submitted to any governmental body, or the public, including any certification, report, opinion, or review rendered by the independent accountants.
3. Review the regular internal reports to management prepared by the principal accounting officer and management's response.
4. Review with financial management and the independent accountants the 10-Q and 10-K prior to filing or prior to the release of earnings.
5. The Audit Committee shall recommend to the Board of Directors, if appropriate, that the Company's annual audited financial statements be included in the Company's annual report on Form 10-K for filing with the Securities and Exchange Commission.
6. The Audit Committee shall review and discuss with management and the independent auditors management's report on the Company's internal control over financial reporting and the independent auditors' attestation thereto.
7. The Audit Committee shall prepare the report required by the Securities and Exchange Commission to be included in the Company's annual proxy statement and any other Audit Committee reports required by applicable securities laws or stock exchange listing requirements or rules.

B. Independent Accountants

1. The independent auditors of the Company are ultimately accountable to the Board and the Audit Committee. The Audit Committee shall have sole authority to hire and fire independent auditors, and to set the compensation and oversee the work of the independent auditors.
2. The Audit Committee shall be responsible for pre-approving any nonaudit services from the independent auditors, establishing procedures for such pre-approval, and ensuring that such services are not prohibited by Section 10A of the Securities Exchange Act of 1934 and applicable regulations. The Audit Committee shall also evaluate potential conflicts of interest that are prohibited by Section 10A of the Securities Exchange Act of 1934 and applicable regulations.
3. The Audit Committee shall review and approve disclosures required to be included in Securities and Exchange Commission periodic reports filed under Section 13(a) of the Securities Exchange Act of 1934 with respect to audit and non-audit services.
4. The Audit Committee shall review the qualifications and performance of the Company's independent auditors (including the lead partner of the independent auditors) on at least an annual basis.
5. On an annual basis, the Audit Committee shall review and discuss with the independent auditors all relationships the independent auditors have with the Company in order to evaluate the independent auditors' continued independence. The Audit Committee: (i) shall ensure that the independent auditors submit to the Audit Committee on an annual basis a written statement (consistent with Independent Standards Board Standards No. 1) delineating all relationships and services that may impact the objectivity and independence of the independent auditors; (ii) shall discuss with the independent auditors any disclosed relationship or services that may impact the objectivity and independence of the independent auditors; and (iii) shall satisfy itself as to the independent auditors' independence. If necessary, the Audit Committee shall recommend that

the Board take appropriate action in response to the independent auditor's statement to satisfy itself of the independent auditor's independence.

6. At least annually, the Audit Committee shall obtain and review a report from the independent auditors describing (i) the independent auditors' internal quality control procedures; (ii) any material issues raised by the most recent internal quality control review, or peer review, of the independent auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues; (iii) all relationships between the independent auditors and the Company; (iv) the independent auditor's critical accounting policies and practices; (v) all alternative accounting treatments within GAAP for policies and practices related to material items that have been discussed with management, ramifications of the use of such alternative treatments and the treatment preferred by the independent auditor; and (vi) other material written communications between the accounting firm and management.
7. The Audit Committee shall confirm that the lead and consulting audit partners for the Company's independent auditors, as well as additional audit partners defined by SEC regulations, rotate from such positions for an appropriate period of time as required by law.
8. The Audit Committee shall review all reports required to be submitted by the independent auditors to the Audit Committee under Section 10A of the Securities Exchange Act of 1934.
9. The Audit Committee shall review, based upon the recommendation of the independent auditors and management, the scope and plan of the work to be done by the independent auditors for each fiscal year.
10. The Audit Committee shall present its conclusions with respect to the independent auditors to the full Board.

C. Financial Reporting Processes

1. In consultation with the independent accountants, review the integrity of the Company's financial reporting processes, both internal and external.
2. Consider the independent accountants' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
3. Consider and approve, if appropriate, major changes to the Company's auditing and accounting principles and practices as suggested by the independent accountants, management, or the principal accounting officer.

D. Process Improvement

1. Establish regular and separate systems of reporting to the Audit Committee by each of management, the independent accountants and the principal accounting officer regarding any significant judgments made in management's preparation of the financial statements and the view of each as to appropriateness of such judgments.
2. Following completion of the annual audit, review separately with each of management, the independent accountants and the principal accounting officer any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
3. Review any significant disagreement among management and the independent accountants or the principal accounting officer in connection with the preparation of the financial statements.
4. Review with the independent accountants, the principal accounting officer and management the extent to which changes or improvements in financial or accounting practices, as approved by the Audit Committee, have been implemented.

E. Ethical and Legal Compliance

1. Establish, review and update periodically a Code of Ethical Conduct and ensure that management has established a system to enforce this Code.
2. Review management's monitoring of the Corporation's compliance with the organization's Ethical Code, and ensure that management has the proper review system in place to ensure that Corporation's financial statements, reports and other financial information disseminated to governmental organizations, and the public satisfy legal requirements.

3. Review, with the organization's counsel, legal compliance matters including corporate securities trading policies.
4. Review, with the organization's counsel, any legal matter that could have a significant impact on the organization's financial statements.
5. Perform any other activities consistent with this Charter, the Corporation's By-laws and governing law, as the Committee or the Board deems necessary or appropriate.

V. RESOURCES AND REVIEW OF CHARTER

A. Committee Resources

1. To assist the Committee in fulfilling its responsibilities, (i) each Committee member shall have full access to any member of management and the Independent Auditor; and (ii) the Committee may retain independent consultants, counsel and other advisors as it determines necessary to carry out its duties. The Committee will have sole authority and responsibility for hiring, approving the fees and retention terms for, and terminating the services of, such advisors.
2. The Company will provide appropriate funding, as determined by the Committee, for payment of the fees of the Independent Auditor, the administrative expenses of the Committee, and any advisors that the Committee may employ in carrying out its duties.

B. Performance Evaluation and Review of Charter

1. The Committee shall conduct an evaluation of the Committee's performance at least annually. The evaluation shall address subjects including the Committee's composition, responsibilities, structure and processes, and effectiveness.
2. The Committee shall also review the Committee's Charter at least annually. The Committee shall, as appropriate, make recommendations to management or the full Board as a result of its performance evaluation and review of its Charter.

The Audit Committee shall ensure that this Charter will be made available on the Company's website at www.voxxintl.com.