

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

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

Date of Report (date of earliest event reported): October 21, 2002

AUDIOVOX CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction
of Incorporation or
organization)

1-9532

(Commission
File Number)

13-1964841

(IRS Employer
Identification
Number)

150 Marcus Boulevard, Hauppauge, New York

(Address of principal executive offices)

11788

(Zip Code)

Registrant's telephone number, including area code:(631) 231-7750

NONE

(Former name, former address and former fiscal year, if
changed since last report)

Item 5. Other Events

On October 21, 2002, Audiovox Corporation submitted to the Securities and Exchange Commission the Statements under Oath of the Principal Executive Officer and the Principal Financial Officer in accordance with the SEC's June 27, 2002 Order requiring the filing of sworn statements pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934.

The information in Exhibit 99.1 and Exhibit 99.2 are incorporated herein by reference.

Item 7. Exhibits.

99.1 Statement Under Oath of Principal Executive Officer of Audiovox Corporation Regarding Facts and Circumstances Relating to Exchange Act Filings.

99.2 Statement Under Oath of Principal Financial Officer of Audiovox Corporation Regarding Facts and Circumstances Relating to Exchange Act Filings.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AUDIOVOX CORPORATION

Dated: October 22, 2002

By: s/Charles M. Stoehr

Charles M. Stoehr
Senior Vice President and
Chief Financial Officer

Statement Under Oath of Principal Financial Officer Regarding Facts
and Circumstances Relating to Exchange Act Filings

I, Charles M. Stoehr, Senior Vice President and Chief Financial Officer of Audiovox Corporation state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports (as defined below) of Audiovox Corporation and, except as corrected or supplemented in a subsequent covered report:
 - o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (on in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with Audiovox Corporation's Audit Committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
 - o Annual Report on Form 10-K for the Fiscal Year Ended November 30, 2001 as filed with the Securities and Exchange Commission on March 18, 2002;
 - o all reports filed on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Audiovox Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - o any amendments to any of the foregoing.

s/Charles M. Stoehr
Charles M. Stoehr
Senior Vice President and Chief
Financial Officer
Audiovox Corporation

Subscribed and sworn to
before me this 18th day
of October, 2002.

Date: October 18, 2002

s/Patricia Olsen

Notary Public
My Commission Expires: 12/19/02

Exhibit 99.2

Statement Under Oath of Principal Executive Officer Regarding Facts
and Circumstances Relating to Exchange Act Filings

I, John J. Shalam, Chief Executive Officer of Audiovox Corporation state
and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports (as defined below) of Audiovox Corporation and, except as corrected or supplemented in a subsequent covered report:
 - o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (on in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with Audiovox Corporation's Audit Committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
 - o Annual Report on Form 10-K for the Fiscal Year Ended November 30, 2001 as filed with the Securities and Exchange Commission on March 18, 2002;
 - o all reports filed on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Audiovox Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - o any amendments to any of the foregoing.

s/John J. Shalam
John J. Shalam
Chief Executive Officer
Audiovox Corporation

Date: October 18, 2002

Subscribed and sworn to
before me this 18th day of
October, 2002.

s/Susan C. Toomey

Notary Public
My Commission Expires: 01/04/03

Exhibit 99.1