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

FORM 8-K/A

Amendment No. 1

CURRENT REPORT

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

Date of Report (Date of earliest event reported): March 14, 2012

VOXX INTERNATIONAL CORPORATION
(formerly known as Audiovox 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 file 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))

EXPLANATORY NOTE

On March 14, 2012, VOXX International Corporation (the “Company”), completed its acquisition (the “Acquisition”) of Car Communications Holding GmbH and its worldwide subsidiaries (collectively “Hirschmann”). The Acquisition was reported in a Current Report on Form 8-K filed with the Securities and Exchange Commission on March 20, 2012. The Company is filing this Form 8-K/A (Amendment No. 1) to include the historical consolidated financial statements of Hirschmann and pro forma financial information required by parts (a) and (b) of Item 9.01 of Form 8-K. Except as described above, all other information in and exhibits to the original Form 8-K remain unchanged.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

The following financial statements of Hirschmann are attached as Exhibit 99.2 of this Report and are incorporated by reference herein:

- Audited consolidated balance sheets of Hirschmann as of December 31, 2011 and 2010, and the related consolidated income statements, cash flow statements and statements of shareholders' equity for the business years from January 1 to December 31, 2011, January 1 to December 31, 2010, and January 1 to December 31, 2009.

(b) Pro Forma Financial Information.

The following unaudited pro forma financial information is attached as Exhibit 99.3 of this Report and is incorporated by reference herein:

- Unaudited Pro Forma Combined Balance Sheet as of February 29, 2012, and the related Unaudited Pro Forma Combined Statement of Income for the year ended ended February 29, 2012.

(c) Not Applicable

(d) Exhibits

Exhibit 2.1	Sale and Purchase Agreement, dated February 7, 2012, by and among VOXX International (Germany) GmbH, a Gesellschaft mit beschränkter Haftung under the laws of the Federal Republic of Germany (“Buyer”), VOXX International Corporation, a Delaware corporation (“Parent”), Car Communication Holding GmbH, a German limited liability company (the “Company”), and each shareholder (each a “Seller” and collectively “Sellers”) of the Company. (1)
Exhibit 23.1	Consent of PricewaterhouseCoopers
Exhibit 99.1	Press Release, dated March 14, 2012, relating to VOXX International Corporation's acquisition of Car Communication Holding GmbH. (2)
Exhibit 99.2	Audited consolidated balance sheets of Hirschmann as of December 31, 2011 and 2010, and the related consolidated income statements, cash flow statements and statements of shareholders' equity for the business years from January 1 to December 31, 2011, January 1 to December 31, 2010, and January 1 to December 31, 2009.
Exhibit 99.3	Unaudited Pro Forma Combined Balance Sheet as of February 29, 2012, and the related Unaudited Pro Forma Combined Statement of Income for the year ended February 29, 2012.

(1) Filed with the Commission as an exhibit to our Annual Report on Form 10-K on May 14, 2012.
(2) Filed with the Commission as an exhibit to our Current Report on Form 8-K on March 20, 2012.

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: May 30, 2012

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

EXHIBIT INDEX

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(2) Filed with the Commission as an exhibit to our Current Report on Form 8-K on March 20, 2012.

Exhibit 23.1

Consent of Independent Accountants

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (File Nos. 333-162569, 333-138000 and 333-181427) of VOXX International Corporation of our report dated May 29, 2012 relating to the consolidated financial statements of Car Communication Holding GmbH and subsidiaries, which appears in the Current Report on Form 8-K/A of VOXX International Corporation dated March 14, 2012.

Stuttgart, May 29, 2012
/s/ PricewaterhouseCoopers
Aktiengesellschaft
Wirtschaftsprüfungsgesellschaft

Jürgen Schwehr	ppa. Viola Weiss
Wirtschaftsprüfer	Wirtschaftsprüferin
(German Public Auditor)	(German Public Auditor)

Exhibit 99.2

Car Communication Holding GmbH

Audited Consolidated Financial Statements, including a

German GAAP to US GAAP reconciliation note

for the Financial Years ended

December 31, 2011, 2010 and 2009

(expressed in thousands of EUR)

May 29, 2012

Report of Independent Auditors

To Car Communication Holding GmbH, Neckartenzlingen/Germany:

We have audited the accompanying consolidated financial statements, comprising the consolidated balance sheets as of December 31, 2011, and December 31, 2010, the related consolidated income statements, cash flow statements and statements of shareholders' equity for the business years from January 1 to December 31, 2011, January 1 to December 31, 2010, and January 1 to December 31, 2009, and the notes to the consolidated financial statements, of Car Communication Holding GmbH, Neckartenzlingen/Germany and its subsidiaries. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Car Communication Holding GmbH, Neckartenzlingen/Germany, and its subsidiaries at December 31, 2011, and December 31, 2010, and the results of their operations and their cash flows for the business years from January 1 to December 31, 2011, January 1 to December 31, 2010, and January 1 to December 31, 2009, in conformity with German Commercial Law (HGB).

Stuttgart, May 29, 2012

/s/ PricewaterhouseCoopers
Aktiengesellschaft
Wirtschaftsprüfungsgesellschaft

Jürgen Schwehr ppa. Viola Weiss
Wirtschaftsprüfer Wirtschaftsprüferin
(German Public Auditor) (German Public Auditor)

Car Communication Holding GmbH, Neckartenzlingen

Consolidated Balance Sheet as of December 31, 2011

A s s e t s

				December 31, 2011	December 31, 2010
				€	€
A.	**Fixed assets**				
	I.	**Intangible assets**			
		1	Concessions, industrial property rights and similar rights and assets, and licenses in such rights and assets	2,287,476.49	2,447,112.52
		2	Goodwill	38,400.00	—
		3	Payments on account	450,634.77	355,904.96
				2,776,511.26	2,803,017.48
	II.	**Tangible assets**			
		1	Land, land rights and buildings, including buildings on third-party land	2,290,414.31	2,114,343.03
		2	Technical equipment and machines	3,505,557.91	3,885,553.61
		3	Other equipment, factory and office equipment	3,483,266.21	3,038,647.67
		4	Payments on account and assets under construction	706,037.36	151,688.98
				9,985,275.79	9,190,233.29
				12,761,787.05	**11,993,250.77**
B.	**Current assets**				
	I.	**Inventories**			
		1	Raw materials and supplies	9,889,851.75	8,093,524.67
		2	Work in process	2,512,117.21	2,089,030.12
		3	Finished goods and merchandise	3,453,292.13	1,904,979.59
				15,855,261.09	12,087,534.38
	II.	**Receivables and other assets**			
		1	Trade receivables	15,948,719.88	14,908,060.77
		2	Receivables from shareholders	214,004.28	—
		3	Other assets	1,034,092.80	1,096,467.89
				17,196,816.96	16,004,528.66
	III.	**Cash on hand, bank balances**		10,323,528.55	7,729,024.83
				43,375,606.60	**35,821,087.87**
C.	**Deferred taxes**			**933,125.95**	**942,984.41**
D.	**Prepaid expenses**			**77,895.77**	**48,674.26**
				57,148,415.37	**48,805,997.31**

Equity and Liabilities

			December 31, 2011	December 31, 2010
			€	€
A.	**Equity**			
	I.	**Subscribed capital**	54,700.00	54,700.00
	II.	**Capital reserve**	2,135,865.05	2,135,865.05
	III.	**Equity difference from currency translation**	(1,630,195.11)	(763,073.19)
	IV.	**Group net retained profits**	14,434,144.75	6,045,694.69
			14,994,514.69	**7,473,186.55**
B.	**Accruals**			
	1	Accruals for pensions and similar obligations	4,516,479.04	4,096,809.00
	2	Tax accruals	2,158,196.65	1,186,639.84
	3	Other accruals	9,053,551.38	8,495,091.02
			15,728,227.07	**13,778,539.86**
C.	**Liabilities**			
	1	Liabilities to banks	8,750,000.00	9,500,000.00
	2	Prepayments received on account of orders	605.06	—
	3	Trade payables	11,146,940.63	10,522,401.38
	4	Liabilities to shareholders	4,726,803.36	5,996,211.19
	5	Other liabilities	1,791,218.64	1,524,057.22
		of which, related to tax € 1,085,497.33 (previous year: € 997,281.41) of which, related to social security: € 428,436.77 (previous year: € 441,919.48)		
			26,415,567.69	**27,542,669.79**
D.	**Deferred income**		**10,105.92**	**11,601.11**
			57,148,415.37	**48,805,997.31**

Car Communication Holding GmbH, Neckartenzlingen

Consolidated Income Statement for the Financial Year from January 1 to December 31, 2011

		Jan 1 - Dec 31, 2011	Jan 1 - Dec 31, 2010	Jan 1 - Dec 31, 2009
		€	**€**	**€**
1	Sales	143,113,630.10	123,370,654.39	83,855,140.44
2	Increase/decrease(-) in finished goods inventories and work in process	1,068,685.12	231,286.35	(316,428.75)
3	Own work capitalized	16,250.00	13,785.00	19,546.90
4	**Total gross production value**	**144,198,565.22**	**123,615,725.74**	**83,558,258.59**
5	Other operating income	7,245,750.20	6,229,029.41	5,502,049.26
		151,444,315.42	**129,844,755.15**	**89,060,307.85**
6	Cost of materials			
	a) Cost of raw materials and supplies and of purchased merchandise	79,131,435.47	66,483,076.58	42,991,350.57
	b) Cost of purchased services	144,501.05	397,470.89	396,966.72
		79,275,936.52	**66,880,547.47**	**43,388,317.29**
7	Personnel expenses			
	a) Wages and salaries	28,224,238.41	25,446,767.91	22,319,522.22
	b) Social security and other pension costs	5,630,199.22	4,895,759.74	4,419,337.86
	of which, for old-age pensions: € 342,047.29 (previous year: € 113,819.40)	**33,854,437.63**	**30,342,527.65**	**26,738,860.08**
8	Depreciation on intangible fixed assets and tangible assets	3,800,343.59	4,538,094.42	5,100,235.97
9	Other operating expenses	21,753,697.99	20,335,297.70	16,976,446.66
		25,554,041.58	**24,873,392.12**	**22,076,682.63**
10	**Operating result**	**12,759,899.69**	**7,748,287.91**	**(3,143,552.15)**
11	Other interest and similar income	99,674.33	18,668.84	51,061.95
12	Interest and similar expenses	1,274,700.77	1,405,243.35	1,106,948.81
13	**Financial result**	**(1,175,026.44)**	**(1,386,574.51)**	**(1,055,886.86)**
14	**Results from ordinary activities**	**11,584,873.25**	**6,361,713.40**	**(4,199,439.01)**
15	Extraordinary result	—	3,170,467.25	—
16	Taxes on income	(3,165,046.39)	(2,060,370.70)	215,499.29
17	Other taxes	(31,376.80)	—	(22,638.24)
18	**Net income for the year**	**8,388,450.06**	**7,471,809.95**	**(4,006,577.96)**
19	Retained profits / accumulated losses brought forward	6,045,694.69	(1,426,115.26)	2,580,462.70
20	**Group net retained profits**	**14,434,144.75**	**6,045,694.69**	**(1,426,115.26)**

Notes to the Consolidated Financial Statements of Car Communication Holding GmbH, Neckartenzlingen for the 2011 Financial Year

Notes to the Consolidated Financial Statements of Car Communication Holding GmbH, Neckartenzlingen for the 2011 Financial Year

Notes to the Consolidated Financial Statements of Car Communication Holding GmbH, Neckartenzlingen for the 2011 Financial Year

I. Basic Facts

The consolidated financial statements of Car Communication Holding GmbH for the 2011 financial year were prepared according to the provisions of the German Commercial Code (HGB). The accounting and valuation principles valid for large companies were applied, as per the provisions of HGB.

The consolidated income statement is classified using the total cost accounting method (total expenditure format).

The previous year was the first time that the consolidated financial statements were prepared in accordance with the provisions of the version of the Commercial Code (HGB) issued subsequent to the German Accounting Law Modernization Act (BilMoG). Provided it was permissible, the amounts stated hitherto for assets and liabilities were retained and carried on. The application of the new provisions resulted in valuation differences in the previous year which were shown as extraordinary expenses amounting to € 850 thousand.
Furthermore, in accordance with Section 309 (2) No. 2 HGB, extraordinary income of € 4,021 thousand was recognized in the previous year as a result of the release of negative differences.

With effect from the previous year, the "equity difference from currency translation" is shown as a separate item under the heading of equity.

II. Consolidated companies

In accordance with Section 294 (1) HGB and by way of full consolidation, Car Communication Holding GmbH was included (as the parent company) in the consolidated financial statements, along with the following 5 domestic and foreign subsidiaries:

Company Full consolidation	Equity of company December 31, 2010	Share in equity in %	Share in equity in % - prior year	Result for 2010 according to local law in €'000
Hirschmann Car Communication GmbH, Neckartenzlingen	19,251	100%	100%	—
Hirschmann Car Communication Kft., Békéscsaba/Hungary	7,595	100%	100%	975
Hirschmann Car Communication S.A.S., Courbevoie/France	610	100%	100%	41
Hirschmann Car Communication Inc., Detroit/USA	216	100%	100%	(254)
Hirschmann Car Communication Co. Ltd., Shanghai/China	289	100%	100%	85

Company Full consolidation	Equity of company December 31, 2011	Share in equity in %	Share in equity in % - prior year	Result for 2011 according to local law in €'000
Hirschmann Car Communication GmbH, Neckartenzlingen	19,251	100%	100%	—
Hirschmann Car Communication Kft., Békéscsaba/Hungary	8,119	100%	100%	1,474
Hirschmann Car Communication S.A.S., Courbevoie/France	651	100%	100%	46
Hirschmann Car Communication Inc., Detroit/USA	278	100%	100%	53
Hirschmann Car Communication Co. Ltd., Shanghai/China	846	100%	100%	259

Notes to the Consolidated Financial Statements of Car Communication Holding GmbH, Neckartenzlingen for the 2011 Financial Year

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III. Principles of Consolidation

The consolidated financial statements are based on the individual annual financial statements of the companies included in the consolidation process. The individual statements were prepared according to uniform accounting and valuation principles.

In the case of all the companies included in the consolidation process, the individual financial statements had the same balance sheet dates as the consolidated financial statements.

The book value method was used when the consolidation process was first performed as of April 30, 2007.

The accounting and valuation methods used at the foreign subsidiaries included in the consolidation largely correspond to the principles of HGB. If there are any major deviations, adjustments (as per Section 308 HGB) are made in order to conform to the parent company's accounting and valuation principles.

The individual financial statements are integrated into the consolidated statements by applying the following measures:

Capital consolidation is performed on purchase transactions up to December 31, 2009 using the book value method, as per Section 301 (1) of the version of HGB valid up to May 28, 2009. This means setting the purchase cost off against the relevant proportion of the subsidiaries' equity on the date of incorporation or the date of purchase. No positive differences arose from capital consolidation when the consolidated financial statements were prepared for the first time as of April 30, 2007. The negative difference arising as of April 30, 2007 amounted to € 4,021 thousand. Until 2009 this was shown under the heading of revenue reserves. Last year, the negative differences were released with a corresponding effect on income. This was done via extraordinary income, in accordance with Section 309 (2) No. 2 HGB.

The process of currency translation was performed on financial statements denominated in a foreign currency in accordance with Section 308a HGB. The currency differences arising from translating the equity of foreign companies of the group at exchange rates that are now different from those valid at the time of the first consolidation were posted (without any effect on income) to the heading of "equity difference from currency translation".

As part of the debt consolidation process, receivables and liabilities existing mutually between the companies of the group were offset against each other. Currency and accounting-related differences were set off against each other in the income statement.

In preparing the consolidated income statement, not just the intercompany transactions were eliminated but also all recognizable major reciprocal income and expenses.

Intercompany results in fixed and current assets based on intragroup trade are eliminated with a corresponding effect on income.

Deferred taxes are accounted for pursuant to the provisions of Sections 274, 306 HGB. Deferred tax items are set up corresponding to the income tax rate applicable to the relevant company or (in the case of non-assignability) the average group tax rate.

IV. Accounting, valuation and translation principles

Basic principles of currency translation

Transactions denominated in a **foreign currency** are reported in the individual financial statements using

Notes to the Consolidated Financial Statements of Car Communication Holding GmbH, Neckartenzlingen for the 2011 Financial Year

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the historical exchange rate valid at the time when they were first posted. Balance sheet items are valued as follows as at balance sheet date: Current (short-term) receivables in foreign currencies (with a remaining duration term of up to one year) and liquid funds or other current assets denominated in a foreign currency are translated using the average spot rate on balance sheet date.

In the case of the financial statements of companies included in the consolidation that are denominated in a foreign currency, the balance sheet items are converted at the rate valid on balance sheet date. The items in the income statements are converted using the year's average rate.

Currency differences relating to equity are recorded under the heading of "equity difference from currency translation", without affecting income.

Assets

Intangible and tangible fixed assets

Intangible assets purchased in return for payment are stated at purchase cost, and tangible assets are shown at purchase or manufacturing cost, less systematic depreciation.

Depreciation is calculated using the declining balance method in so far as this is permissible under tax law. This switches over to the straight-line method as soon as the latter leads to great amounts of depreciation. Additions made subsequent to December 31, 2007 are written off using the straight-line method. The useful lives applied to technical equipment and machines amount to four to six years, and three to fifteen years in the case of intangible assets and other equipment, factory & office equipment.

Low-value assets with a net purchase value of up to € 150 are written off in full in the year of their acquisition. Assets with a net purchase value of over € 150 and up to € 1,000 are posted to a compound item and written off over 5 years. There was a fixed value set for tools which was written off over a period of two years with effect from January 1, 2009.

Inventories

In the case of inventories, the purchased raw materials and supplies, merchandise, work in process and finished goods are valued at purchase or manufacturing cost or the lower attributable value at balance sheet date. Appropriate allowances have been made for inventory risks.

Insofar as it was evident at the time of preparation of the balance sheet that write-downs needed to be made on merchandise and finished goods due to their own costs not being full covered by the relevant proceeds, appropriate deductions were made to their value according to the principle of loss-free valuation. If, moreover, there are already orders definitely placed for these products, then accruals are set up to cover anticipated losses.

Receivables, other assets and liquid funds

Receivables, other assets and liquid funds are recognized at nominal value. In the case of receivables, individually calculated specific provisions and an appropriately measured general provision have been set up to cover recognizable individual risks and the general credit risk respectively.

Notes to the Consolidated Financial Statements of Car Communication Holding GmbH, Neckartenzlingen for the 2011 Financial Year

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Re-insurance claims are valued at their respective asset value (coverage capital) as of balance sheet date, based on insurers' notifications. Insofar as the conditions for plan assets as per Section 246 (2) HGB are fulfilled, the asset values are set off against the corresponding accruals.

Deferred taxes

The Company applies the principles of Section 274 and 306. In calculating deferred taxes as of December 31, 2011, the corporate and trade tax rate applicable in future to each company is used, provided the changes in the law have been passed at balance sheet date. In the case of the deferred taxes relating to intragroup trade (elimination of intercompany profits), the calculation in the 2011 financial year was performed using a standard group tax rate, taking cost-benefit considerations into account, because this had no major impact on the net assets and results of the Group. The standard group tax rate is 28%.

Equity and Liabilities

Accruals

Accruals for pensions are measured on an actuarial calculation basis according to the projected unit credit method, taking into consideration Prof. Heubeck's 2005 G guidance tables. The accruals for pensions and similar obligations are discounted at a flat rate using the average interest rate of the past seven years published by the German Federal Bank (Deutsche Bundesbank) resulting from an assumed remaining duration period of 15 years (Section 253 (2) Clause 2 HGB). The interest rate amounts to 5.14% (previous year: 5.15%). The calculation of the accruals did not take into account any annual wage & salary increases. As in the previous year, the pension increase and fluctuation rates were assumed to be 2.0% p.a. and 3.0% respectively.

Pensions and similar obligations are set off against the assets that solely serve to fulfill such obligations and cannot be accessed by external third parties (so-called plan assets). These plan assets - which are earmarked for a specific purpose, pledged and safeguarded against insolvency - are measured at their fair value.

The other accruals take into account uncertain liabilities and recognizable risks. The accruals are stated at the amounts deemed necessary according to sound business judgment. The accrued amounts are partly calculated on an individual basis and partly stated at a flat rate.

Liabilities

Liabilities are stated at the redemption amounts.

V. Explanations to the Consolidated Balance Sheet

Intangible and tangible fixed assets

In line with the findings of the external tax audit performed at HCC in the year under review, goodwill of € 42 thousand arising from the acquisition of a business in 2009 was capitalized belatedly. The goodwill is being amortized over the expected useful period of originally 15 years, based on the planned long-term utilization of the business and connected factors that substantiate its value - in particular, the customer relations that have passed over with it.

Notes to the Consolidated Financial Statements of Car Communication Holding GmbH, Neckartenzlingen for the 2011 Financial Year

Notes to the Consolidated Financial Statements of Car Communication Holding GmbH, Neckartenzlingen for the 2011 Financial Year

Notes to the Consolidated Financial Statements of Car Communication Holding GmbH, Neckartenzlingen for the 2011 Financial Year

Details of the development of fixed assets are shown in an appendix to the notes to the financial statements.

The columns headed "currency adjustment" show the deviations in value due to translating amounts using standard group exchange rates. Also, the "currency adjustment" column shows the difference in depreciation between using the average rate and the cut-off date rate.

Receivables and other assets

Under the heading of other assets, € 49 thousand has a remaining duration term of more than one year. As in the previous year, other receivables and other assets have a residual term of less than one year as of December 31, 2011.

Deferred tax assets

The deferred tax assets amounted to € 933 thousand in the financial year (previous year: € 943 thousand), of which € 933 thousand (previous year: € 850 thousand) related to deductible temporary differences and € 0 thousand (previous year: € 93 thousand) to tax loss carry-forwards which are fully dependent upon future taxable income. The deferred tax assets relating to temporary differences mainly concern pension accruals and other accruals at HCC.

Equity

The development of equity is shown in a separate appendix.

Accruals

The accruals for pensions and the early retirement scheme were set off against the plan assets within the context of Section 246 (2) HGB:

Redemption amount: pension accruals € 4,690k (prior year: € 4,263k)
Current fair value of the plan assets € 208k (prior year: € 199k)
(Purchase cost of the plan assets) € 208k (prior year: € 199k)
Net obligation € 4,482k (prior year: € 4,064k)

Redemption amount - obligations for
early retirement scheme € 1,651k (prior year: € 1,822k)
Current fair value of the plan assets € 812k (prior year: € 919k)
(Purchase cost of the plan assets) € 813k (prior year: € 945k)
Net obligation € 839k (prior year: € 903k)

The current fair value of the plan assets relating to the pension accruals corresponds to the asset value from the re-insurance cover which also corresponds to the purchase cost. The current fair value of the plan assets in the case of the obligations based on the early retirement scheme corresponds to the depot value (= market value) of the shares in the fund.

The connected income and expense can be broken down as follows:

Interest additions - pension accruals € 194k (prior year: € 261k)

Notes to the Consolidated Financial Statements of Car Communication Holding GmbH, Neckartenzlingen for the 2011 Financial Year

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Notes to the Consolidated Financial Statements of Car Communication Holding GmbH, Neckartenzlingen for the 2011 Financial Year

Interest additions - accruals for early retirement scheme	€ 62k (prior year: € 83k)
Interest income from plan assets	€ 7k (prior year: € 11k)
Expenses from calculating current fair value of plan assets	€ 1k (prior year: € 26k)

The expenses arising from the addition of accrued interest on accruals are shown separately in the interest result. To this extent, no offset is performed.

Liabilities

A table showing the liabilities' remaining duration terms and collateral is attached as an appendix.

There are liabilities to shareholders amounting to € 4,727 thousand (previous year: € 5,996 thousand). These are subordinate as per the terms of the related subordination agreements.

In order to collateralize liabilities to banks, there are collateral transfers of inventories and assignments of receivables amounting to € 6,000 thousand at the Car Communication Holding Group.

VI. Explanations to the consolidated income statement

Sales

Sales revenues can be broken down as follows:

	2011	2010	2009
Germany	€ 98,683 thousand	€ 94,116 thousand	€ 65,922 thousand
Europe	€ 32,082 thousand	€ 22,943 thousand	€ 14,716 thousand
Third country	€ 10,449 thousand	€ 6,312 thousand	€ 3,217 thousand
	€ 143,114 thousand	€ 123,371 thousand	€ 83,855 thousand

Other operating income

The other operating income includes income of € 1,624 thousand (2010: € 1,072 thousand; 2009: € 1,515 thousand) from foreign currency translation.

Other operating expenses

Other operating expenses include expenses of € 1,355 thousand (2010: € 834 thousand; 2009: € 843 thousand) from currency translation.

Extraordinary result

The extraordinary result in the previous year includes extraordinary expenses of € 850 thousand from adopting the German Accounting Law Modernization Act (BilMoG) with effect from January 1, 2010 and

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Notes to the Consolidated Financial Statements of Car Communication Holding GmbH, Neckartenzlingen for the 2011 Financial Year

extraordinary income of € 4,021 thousand from the release of the negative differences.

Interest result

The interest expenses include expenses of € 301 thousand (2010: € 356 thousand; 2009: Nil) from the addition of accrued interest on accruals.

Taxes on income

In 2011, there are deferred tax expenses amounting to € 10 thousand (2010: € 405 thousand; 2009: € -381 thousand). These comprise deferred tax income of € 83 thousand (2010: € 572 thousand; 2009: € -86 thousand) from valuation differences between the commercial and the tax balance sheet, less deferred tax expenses € 93 thousand (2010: € 976 thousand; 2009: income from capitalizing the latter: € -476 thousand) from utilizing tax loss carry-forwards, and € 0 thousand (2010: € 1 thousand; 2009: € 9 thousand) from the elimination of intercompany profits.

VII. Contingencies and other financial obligations

The total figure for other financial obligations comes to € 8,704 thousand as of December 31, 2011 (previous year: € 9,796 thousand). These relate to obligations to third parties based on rent contracts and amounting to € 1,961 thousand (previous year: € 1,735 thousand) and obligations for other fixed assets, above all, lease agreements for IT equipment amounting to € 4,850 thousand (previous year: € 4,956 thousand) and logistics services totaling € 1,893 thousand (previous year: € 3,020 thousand). The purchase commitment for fixed assets amounts to € 875 thousand (previous year: € 841 thousand).

VIII. Derivatives

Forward exchange transactions in USD and HUF

Type of valuation units set up: Micro-hedge

Type of hedged risk: Risk of change in value (currency risks based on currency fluctuations {US dollars (USD) and Hungarian forints (HUF)}

The valuation units include liabilities as at balance sheet date totalling USD 2,463 (pervious year: USD 1,953) thousand and planned procurement transactions totalling USD 3,537 (previous year: USD 13,647) thousand or HUF 1,440,000 (previous year: HUF 1,200,000) thousand. Individual forward exchange contracts were signed for the individual liabilities or expected orders. The duration term of these contracts corresponds to the expected maturity of the underlying transaction.

The nominal value of the forward exchange contracts signed in order to hedge foreign currency transactions amounts to € 4,265 (previous year: € 11,293) thousand as of December 31, 2011 (relating to USD) and € 5,030 (previous year: € 4,098) thousand (relating to HUF), with current fair values totalling € +356 (previous year: € +480) thousand (relating to USD) and € -525 (previous year: € +92) thousand (relating to HUF) which are not posted to the accounts. The contracts have duration terms up to the end of 2012 in the case of the USD transactions and up to June 2013 (previous year: June 2012) for the HUF transactions.

The reconciliation of the parameters of the underlying and the hedging transactions that are relevant to the valuation process form the basis for calculating the effectiveness of the valuation unit. Its effectiveness is determined from a prospective point of view.

The current fair values of the derivative financial instruments are calculated using standard market valuation methods, taking into account the market values on the date of valuation. Foreign exchange contracts are

Notes to the Consolidated Financial Statements of Car Communication Holding GmbH, Neckartenzlingen for the 2011 Financial Year

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valued individually on the basis of the substitute amount using the current market forward exchange rate on cut-off date compared to the agreed forward exchange rate or contractual rate. The market forward exchange rates are geared towards the spot rate, taking into account forward premiums and forward discounts.

Interest swaps

The Company has signed interest hedging transactions in order to avoid interest rate risks with regard to existing bank loans. In this way, it has secured fixed interest rates over the duration of the interest swap through to March 2012.

At balance sheet date, there were two interest swaps in existence for a financing amount (nominal volume) of € 8,750 thousand (previous year: € 9,500 thousand). The market values of the interest swaps total € -66 thousand at balance sheet date (previous year: € -367 thousand). The market values are calculated using the "mark to market" method, taking into account the interest structure curve on balance sheet date whereby the future cash flow undergoes discounting. Because of the creation of valuation units, no accruals for anticipated losses are posted to the accounts.

IX. Other Information

Personnel

The average number of employees in the financial year amounted to 813 (previous year: 727). This figure comprises 385 salaried employees (previous year: 357) and 428 industrial workers (previous year: 370).

Total year-end audit fees

The year-end auditor's total fee amounts to € 196 thousand (previous year: € 85 thousand). This consists of € 65 thousand (previous year: € 67 thousand) for year-end audit work, € 39 thousand (previous year: € 18 thousand) for tax consultancy services and € 92 thousand (previous year: € 0 thousand) for other services.

Management

Viktor Schicker (*Dipl.-Kfm.*), Waldbreitbach (resigned April 26, 2012)
Patrick M. Lavelle, Bonita Springs/Florida/USA (assigned April 26, 2012)
Mark Finger, Berghiem (assigned April 26, 2012)
Loriann Shelton, Moriches/New York/USA (assigned April 26, 2012)
Charles M. Stoehr, Lauren/New York/USA (assigned April 26, 2012)
John Verbinnen, Pulheim (assigned April 26, 2012)

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X. German GAAP to US GAAP Reconciliation

The 2011 and 2010 consolidated financial statements of the Group have been prepared in accordance with German generally accepted accounting principles ("German GAAP"), which differ in certain respects from accounting principles generally accepted in the United States of America ("US GAAP"). The effects of these differences on the Group's net income and shareholders' equity for the years ended December 31, 2011 and 2010 are set out below:

EFFECT OF APPLYING US GAAP

expressed in thousands of EUR	*Notes*	**2011** Income Statement	**2011** Shareholders' Equity	**2010** Income Statement	**2010** Shareholders' Equity
Results and Shareholders' Equity under German GAAP:					
Profit for the year		8,388		7,472	
Shareholders' Equity			14,995		7,473
US GAAP Reporting Adjustments:					
opening adjustment to shareholders'	*a)*		496		(360)
equity difference in depreciation	*b)*	(163)	(163)	(219)	(219)
unrealized results on derivatives	*c)*	(440)	(440)	861	861
difference in accounting re pensions and similar provisions	*d)*				
- directly against Shareholders' Equity (AOCI)			(82)		(191)
- via Income Statement		300	300	1,009	1,009
reversal of provision for contingent	*e)*	(149)	(149)	281	281
losses inclusion of capitalized leases	*f)*	(12)	(12)		
effect of 2007 Purchase Price Allocation	*g)*	(478)	(478)	(4,499)	(478)
Income tax impact of adjustments	*h)*	264	264	(407)	(407)
Results under US GAAP		7,710	14,731	4,498	7,969

Explanation of Notes:

a) Opening adjustment to Shareholders' Equity

The reconciliation requirements are for two years only. However, in order to properly present the shareholders' equity reported under US GAAP, adjustments to opening retained earnings must be made. The adjustments made are the same as described in the following notes with the exception of Note e).

b) Difference in accounting related to depreciation

Notes to the Consolidated Financial Statements of Car Communication Holding GmbH, Neckartenzlingen for the 2011 Financial Year

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The depreciation calculated under German GAAP differs from the amount calculated under US GAAP as until December 31, 2007, German GAAP allowed for depreciation to be calculated utilizing the declining balance method in so far as this was permissible under tax law. The methodology switched over to the straight-line method as soon as the straight-line methodology led to greater amounts of depreciation. Additionally, under German GAAP assets are generally depreciated over a useful life that is shorter than it would be under US GAAP.

c) Unrealized results on derivatives

Under German GAAP the outstanding market positions on the interest rate and currency swaps are not recognized in the balance sheet because they are accounted for utilizing hedge accounting. As the documentation for the hedge accounting was not in place at the inception of the instrument, hedge accounting under US GAAP may not be applied, therefore the unrealized results regarding these outstanding positions need to be included in net income.

d) Difference in accounting related to Pension and Similar Provisions

The pension related reserves under German GAAP need to be restated in order to comply with ASC 715-30 the related differences with German GAAP are reflected here. Part of the adjustment due to recognition of actuarial gains and losses (AOCI - Accumulated Other Comprehensive Income) is corrected directly against shareholders equity, net of tax (2011: kEuro 265, 2010: kEuro 191).

e) Reversal of provision for contingent losses

The group has firm commitments for deliveries of certain products to be produced and sold in the future at a price that is less than the cost of producing the product. The estimated losses were recorded under German GAAP but are reversed under US GAAP as provision for loss making contracts are not permissible under US GAAP.

f) Inclusion of capitalized leases

The Group entered into several lease agreements for new machinery in 2011 that according to German GAAP did not qualify for inclusion in the Balance Sheet; for US GAAP purposes however these should be capitalized. The effect on 2011 income is shown here.

g) Effects of 2007 Purchase Price Allocation

On April 30, 2007 the Group was acquired by the former German shareholders following a split-up of the original Hirschmann Group. The resulting negative goodwill was written off directly against Revenue Reserves following German GAAP at the time. Due to a change in German accounting law (Bilanzrechtsmodernisierungsgesetz, BilMoG) this write down was released to 2010 Income and reclassified to Retained Earnings.

Under US GAAP however a Purchase Price Allocation should have been conducted in accordance with SFAS No. 141 “Business Combinations and SFAS 142 “Goodwill and Other Intangible Assets” as applicable at 30th April 2007.

For the purpose of this reconciliation the effects of the German accounting treatment of the original negative goodwill were reversed and replaced by the effects of the re-appraisal of the April 30, 2007 assets and liabilities on the Net Income and Shareholders' Equity of the subsequent years.

h) Income tax impact of adjustments

The changes noted above are income tax affected based on the currently enacted effective tax rate for the

Notes to the Consolidated Financial Statements of Car Communication Holding GmbH, Neckartenzlingen for the 2011 Financial Year

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Group.

Cash Flow Statement

	Notes	01/01-12/31/2011		01/01-12/31/2010	
		As Reported €'000	US GAAP Adjustments	As Reported €'000	US GAAP Adjustments
Net result for the year prior to extraordinary items		8,388		4,301	
US GAAP Net Income adjustments			(679)		1,047
Depreciation on tangible and intangible assets	b	3,800	175	4,538	219
	g		478		478
Other non-cash-effective changes	c	(151)	440	308	(861)
Increase/decrease in pension accruals	d	420	(300)	209	(1,009)
Gains/losses from the disposal of assets		27		(23)	
Increase/decrease in short-term accruals		1,530		1,758	
Increase/decrease in inventories, trade receivables and other assets not related to investing or financing activities		(4,980)		(7,170)	
Increase in trade payables and other liabilities not related to investing or financing activities	e	892	150	3,904	(281)
	h		(264)		407
			679		(1,047)
Cash flow from operating activities		**9,926**	**—**	**7,825**	**—**

There are no reconciling items for investing and financing activities.

Classification differences between German and US GAAP

In addition to the differences between German and US GAAP related to the recognition and measurement of transactions by the Group, there are also a number of differences in the manner in which items are classified in the consolidated income statement and consolidated balance sheet. These classification differences have no impact on the net income or shareholders' equity.

Notes to the Consolidated Financial Statements of Car Communication Holding GmbH, Neckartenzlingen for the 2011 Financial Year

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Appendix

Car Communication Holding Group, Neckartenzlingen

Liabilities according to maturity

	As of	Of which, remaining terms			As of	
	31-Dec-11	up to 1 year	1 to 5 years	>5 years	**31-Dec-10**	Collateral
	in €'000	in €'000	in €'000	in €'000	in €'000	in €'000
Liabilities to banks	8,750	5,750	3,000	---	9,500	6,000
Prepayments received on account of orders	1	1	---	---	0	
Trade payables	11,147	11,147	---	---	10,523	
Liabilities to shareholders	4,727	4,727	---	---	5,996	
Other liabilities	1,791	1,791	---	---	1,524	
	26,416	23,416	3,000	---	27,543	

Out of the liabilities as of December 31, 2010, € 12,797 thousand had a remaining term of up to 1 year, € 8,000 thousand a term of 1 to 5 years, and € 6,746 thousand a term of more than 5 years.

Car Communication Holding GmbH, Neckartenzlingen

Group Fixed Asset Movement Schedule as of December 31, 2011

	Purchase or manufacturing cost					
	As of January 1, 2011	Translation adjustment	Additions	Disposals	Transfers	As of December 31, 2011
	€	€	€	€	€	€
I. Intangible assets						
1. Concessions, industrial property rights and similar rights and assets, and licenses in such rights and assets	13,310,886	(45,275)	797,205	70,121	355,905	14,348,600
2. Goodwill	—	—	41,600	—	—	41,600
3. Payments on account	355,905	—	450,635	—	(355,905)	450,635
	13,666,791	(45,275)	1,289,440	70,121	—	14,840,834
II. Tangible assets						
1. Land, land rights and buildings, including buildings on third-party land	2,798,816	(247,404)	448,549	13,532	—	2,986,429
2. Technical equipment and machines	17,187,873	(348,554)	801,879	613,799	37,761	17,065,160
3. Other equipment, factory and office equipment	10,697,667	(35,634)	1,719,170	234,890	110,860	12,257,173
4. Payments on account and assets under construction	151,689	(3,068)	706,037	—	(148,621)	706,037
	30,836,045	(634,660)	3,675,636	862,221	—	33,014,800
	44,502,836	**(679,935)**	**4,965,076**	**932,342**	**—**	**47,855,634**

	Accumulated depreciation					Carrying amount	
	As of January 1, 2011	Translation adjustment	Additions	Disposals	As of December 31, 2011	As of December 31, 2011	As of January 1, 2011
	€	€	€	€	€	€	€
I. Intangible assets							
1. Concessions, industrial property rights and similar rights and assets, and licenses in such rights and assets	10,863,773	(43,351)	1,272,824	32,122	12,061,123	2,287,476.49	2,447,112.52
2. Goodwill	—	—	3,200	—	3,200	38,400.00	—
3. Payments on account	—	—	—	—	—	450,634.77	355,904.96
	10,863,773	(43,351)	1,276,024	32,122	12,064,323	2,776,511.26	2,803,017.48
II. Tangible assets							
1. Land, land rights and buildings, including buildings on third-party land	684,473	(58,433)	75,407	5,432	696,015	2,290,414.31	2,114,343.03
2. Technical equipment and machines	13,302,319	(243,077)	1,097,227	596,867	13,559,602	3,505,557.91	3,885,553.61
3. Other equipment, factory and office equipment	7,659,019	(27,522)	1,351,686	209,276	8,773,907	3,483,266.21	3,038,647.67
4. Payments on account and assets under construction	—	—	—	—	—	706,037.36	151,688.98
	21,645,812	(329,032)	2,524,320	811,575	23,029,524	9,985,275.79	9,190,233.29
	32,509,585	**(372,384)**	**3,800,344**	**843,698**	**35,093,847**	**12,761,787.05**	**11,993,250.77**

Car Communication Holding GmbH, Neckartenzlingen

Group Fixed Asset Movement Schedule as of December 31, 2010

	Purchase or manufacturing cost					
	As of January 1, 2010	**Translation adjustment**	**Additions**	**Disposals**	**Transfers**	**As of December 31, 2010**
	€	**€**	**€**	**€**	**€**	**€**
I. Intangible assets						
1. Concessions, industrial property rights and similar rights and assets, and licenses in such rights and assets	13,408,535.17	(12,495.12)	497,221.04	679,095.60	96,720.27	13,310,885.77
2. Payments on account	95,442.95	1,277.32	355,904.96	—	(96,720.27)	355,904.96
	13,503,978.12	(11,217.80)	853,126.00	679,095.60	—	13,666,790.73
II. Tangible assets						
1. Land, land rights and buildings, including buildings on third-party land	2,847,900.93	(67,557.93)	27,112.44	8,639.38	—	2,798,816.06
2. Technical equipment and machines	15,772,714.69	(81,341.58)	1,526,713.78	118,051.57	87,837.32	17,187,872.64
3. Other equipment, factory and office equipment	9,412,367.95	5,523.99	1,173,555.62	33,995.60	140,215.22	10,697,667.17
4. Payments on account and assets under construction	230,459.52	(2,406.98)	151,688.98	—	(228,052.54)	151,688.98
	28,263,443.09	(145,782.50)	2,879,070.82	160,686.55	—	30,836,044.85
	41,767,421.21	**(157,000.30)**	**3,732,196.82**	**839,782.15**	**—**	**44,502,835.58**

	Accumulated depreciation					
	As of January 1, 2010	**Translation adjustment**	**Additions**	**Disposals**	**Transfers**	**As of December 31, 2010**
	€	**€**	**€**	**€**	**€**	**€**
I. Intangible assets						
1. Concessions, industrial property rights and similar rights and assets, and licenses in such rights and assets	9,251,591.44	(11,699.72)	1,938,369.75	314,845.37	357.16	10,863,773.25
2. Payments on account	328.18	28.97	—	—	(357.16)	—
	9,251,919.62	(11,670.75)	1,938,369.75	314,845.37	—	10,863,773.25
II. Tangible assets						
1. Land, land rights and buildings, including buildings on third-party land	622,629.32	(13,079.30)	75,615.17	692.16	—	684,473.03
2. Technical equipment and machines	12,373,540.00	(60,926.51)	1,107,841.06	118,135.51	—	13,302,319.03
3. Other equipment, factory and office equipment	6,267,738.16	3,159.19	1,416,268.45	28,146.30	—	7,659,019.50
4. Payments on account and assets under construction	—	—	—	—	—	—
	19,263,907.47	(70,846.62)	2,599,724.68	146,973.97	—	21,645,811.56
	28,515,827.09	**(82,517.37)**	**4,538,094.42**	**461,819.34**	**—**	**32,509,584.80**

	Carrying amount	
	As of December 31, 2010	As of January 1, 2010
	€	€
I. Intangible assets		
1. Concessions, industrial property rights and similar rights and assets, and licenses in such rights and assets	2,447,112.52	4,156,943.74
2. Payments on account	355,904.96	95,114.77
	2,803,017.48	4,252,058.51
II. Tangible assets		
1. Land, land rights and buildings, including buildings on third-party land	2,114,343.03	2,225,271.61
2. Technical equipment and machines	3,885,553.61	3,399,174.69
3. Other equipment, factory and office equipment	3,038,647.67	3,144,629.79
4. Payments on account and assets under construction	151,688.98	230,459.52
	9,190,233.29	8,999,535.61
	11,993,250.77	**13,251,594.12**

Car Communication Holding GmbH, Neckartenzlingen
Consolidated Financial Statements as of December 31, 2011

Statement of Changes in Equity for the Financial Year

from January 1 to December 31, 2011

	Subscribed capital	**Capital reserve**	**Revenue reserves: Negative difference**	**Revenue reserves: Cumulative translation adjustment ***	**Group net retained profits / net accu-mulated losses**	**Equity as per group balance sheet**
	€	**€**	**€**	**€**	**€**	**€**
As of Jan 1, 2009	**54,700.00**	**2,135,865.05**	**4,020,856.25**	**(487,527.67)**	**2,580,462.70**	**8,304,356.33**
Capital increase						
Dividends	—	—	—	—	—	—
Group net income for the year	—	—	—	19,845.43	(4,006,577.96)	(3,986,732.53)
Withdrawal from capital reserve	—	—	—	—	—	—
Other changes	—	—	—	(137,230.33)	—	(137,230.33)
As of Dec 31, 2009	**54,700.00**	**2,135,865.05**	**4,020,856.25**	**(604,912.57)**	**(1,426,115.26)**	**4,180,393.47**

As of Jan 1, 2010	**54,700.00**	**2,135,865.05**	**4,020,856.25**	**(604,912.57)**	**(1,426,115.26)**	**4,180,393.47**
Capital increase						
Dividends	—	—	—	—	—	—
Release of negative difference	—	—	(4,020,856.25)	—	—	(4,020,856.25)
Group net income for the year	—	—	—	(12,295.80)	7,471,809.95	7,459,514.15
Withdrawal from capital reserve	—	—	—	—	—	—
Other changes	—	—	—	(145,864.82)	—	(145,864.82)
As of Dec 31, 2010	**54,700.00**	**2,135,865.05**	**—**	**(763,073.19)**	**6,045,694.69**	**7,473,186.55**

* shown as a separate item from 2010 onwards

As of Jan 1, 2011	**54,700.00**	**2,135,865.05**	**—**	**(763,073.19)**	**6,045,694.69**	**7,473,186.55**
Capital increase	—	—	—	—	—	—
Dividends	—	—	—	—	—	—
Release of negative difference	—	—	—	—	—	—
Group net income for the year	—	—	—	(117,274.19)	8,388,450.06	8,271,175.87
Withdrawal from capital reserve	—	—	—	—	—	—
Other changes	—	—	—	(749,847.73)	—	(749,847.73)
As of Dec 31, 2011	**54,700.00**	**2,135,865.05**	**—**	**(1,630,195.11)**	**14,434,144.75**	**14,994,514.69**

Car Communication Holding GmbH, Neckartenzlingen

Cash Flow Statement

	01/01-12/31/2011	01/01-12/31/2010	01/01-12/31/2009
	€'000	**€'000**	**€'000**
Net result for the year prior to extraordinary items	8,388	4,301	(4,007)
Depreciation on tangible and intangible assets	3,800	4,538	5,100
Other non-cash-effective changes	(151)	308	(35)
Increase/decrease in pension accruals	420	209	108
Gains/losses from the disposal of assets	27	(23)	2
Increase/decrease in short-term accruals	1,530	1,758	1,660
Increase/decrease in inventories, trade receivables and other assets not related to investing or financing activities	(4,980)	(7,170)	231
Increase in trade payables and other liabilities not related to investing or financing activities	891	3,903	1,378
Cash flow from operating activities	**9,926**	**7,825**	**4,438**
Receipts from the disposal of tangible assets	62	400	691
Payments for investments in tangible and intangible assets	(4,965)	(3,732)	(3,021)
Cash flow from investing activities	**(4,903)**	**(3,332)**	**(2,330)**
Receipts from taking out long-term loans	—	—	391
Payments for repaying loans	(2,410)	(758)	(742)
Cash flow from financing activities	**(2,410)**	**(758)**	**(351)**
Change in cash funds	**2,613**	**3,735**	**1,757**
Changes in cash funds due to exchange rates or changes in the basis of consolidation	**(18)**	**(1)**	**(22)**
Cash funds at the beginning of the period	**7,729**	**3,995**	**2,260**
Cash funds at the end of the period	**10,324**	**7,729**	**3,995**

Exhibit 99.3

VOXX International Corporation

February 29, 2012

Unaudited Pro Forma Combined Financial Statements

VOXX International Corporation
Index to Unaudited Pro Forma Combined Financial Statements

VOXX International Corporation and Subsidiaries

Unaudited Pro Forma Combined Financial Statements

All amounts presented are in thousands (unless otherwise indicated) except share and per share data.

On March 14, 2012 (the "Closing Date"), VOXX International Corporation ("VOXX International" or the "Company"), through its wholly-owned subsidiary, Voxx International (Germany) GmbH ("VOXX Germany"), completed its acquisition of Car Communication Holding GmbH and its worldwide subsidiaries (collectively “Hirschmann”) for a total purchase price of approximately €87,571 ($114,397 based on the rate of exchange as of the close of business on the Closing Date), subject to working capital adjustments plus related transaction fees and expenses (the "Acquisition"). The Company purchased all of the issued and outstanding shares of Hirschmann from Viktor Schicker, IRS Profil GmbH, Ludwig Geis and Joachim Brandes (the “Selling Shareholders”). There was no material relationship between the Company and the Selling Shareholders or Hirschmann prior to the purchase of the issued and outstanding shares of Hirschmann. The stock purchase agreement provides for a period in which to finalize the working capital adjustment.

On the Closing Date, the Company, certain of its directly and indirectly wholly-owned domestic subsidiaries and VOXX Germany (collectively, the “Borrowers”) entered into an Amended and Restated Credit Agreement (the “Credit Agreement”) with Wells Fargo Bank, National Association (“Wells Fargo”), as Agent, and the other lenders party thereto. The Company borrowed $148,000 under the Credit Agreement on the Closing Date and used a portion of the proceeds from such borrowing to fund VOXX Germany's acquisition of Hirschmann. On the Closing Date, the Company also repaid and terminated its existing asset-based loan facility with Wells Fargo Capital Finance, LLC.

As prescribed by Securities and Exchange Commission guidelines, the following unaudited pro forma combined consolidated financial statements are based on the historical financial statements of VOXX International and Hirschmann after giving effect to the Acquisition, and the assumptions, reclassifications and adjustments described in the accompanying notes to the unaudited pro forma combined financial statements.

The historical financial information has been adjusted in the unaudited pro forma combined financial data to give effect to pro forma events that are, based upon available information and certain assumptions: (i) directly attributable to the Acquisition, (ii) factually supportable and reasonable under the circumstances, and (iii) with respect to the statement of income, expected to have a continuing impact on the combined results.

The unaudited pro forma combined balance sheet as of February 29, 2012 is presented as if the Acquisition had occurred on February 29, 2012. The unaudited pro forma combined statement of income for the year ended February 29, 2012, is presented as if the Acquisition had occurred on March 1, 2011 with recurring acquisition-related adjustments reflected in the year.

The Acquisition will be accounted for under the acquisition method of accounting in accordance with ASC subtopic 805-10 “Business Combinations.” Management has estimated the fair value of tangible and intangible assets acquired and liabilities assumed based on preliminary estimates and assumptions. These preliminary estimates and assumptions could change significantly during the purchase price measurement period as we finalize the valuations of the net tangible assets and intangible assets. Any change could result in material variances between the Company's future financial results and the amounts presented in these unaudited combined financial statements, including variances in fair values recorded, as well as expenses associated with these items.

The following unaudited pro forma combined financial statements are prepared for illustrative purposes only and are not necessarily indicative of or intended to represent the results that would have been achieved had the Acquisition been consummated as of the dates indicated or that may be achieved in the future. The unaudited pro forma combined financial statements do not reflect any operating efficiencies, associated cost savings or additional costs that we may achieve with respect to the combined companies.

The unaudited pro forma combined financial statements should be read in conjunction with VOXX International's historical consolidated financial statements and accompanying notes included in its Annual Report on Form 10-K for the year ended February 29, 2012 and the historical consolidated financial statements of Hirschmann (comprising the consolidated balance sheets as of December 31, 2011 and December 31, 2010, the related consolidated income statements, cash flow statements and statements of shareholders' equity for the business years from January 1 to December 31, 2011, January 1 to December 31, 2010 and January 1 to December 31, 2009 and the notes to consolidated financial statements at Exhibit 99.2 to this Form 8-K/A) and other information pertaining to VOXX International and Hirschmann contained in this Form 8-K/A.

The pro forma financial statements are based on the historical financial statements of VOXX International as of and for the year ended February 29, 2012 and those of Hirschmann as of and for the year ended December 31, 2011.

VOXX International Corporation and Subsidiaries
Unaudited Pro Forma Combined Balance Sheet
February 29, 2012
(in thousands)
(unaudited)

	Historical			Pro Forma Adjustments	Pro Forma Combined
	VOXX International	Hirschmann (1)(2)	Total		
Assets					
Current assets:					
Cash and cash equivalents	$ 13,606	$ 13,486	$ 27,092	$ (3,445) (a)	$ 23,647
Accounts receivable, net	142,585	20,834	163,419	—	163,419
Inventory	129,514	20,713	150,227	700 (b)	150,927
Receivables from vendors	4,011	83	4,094	—	4,094
Prepaid expenses and other current assets	13,549	1,147	14,696	—	14,696
Income tax receivable	698	502	1,200	—	1,200
Deferred income taxes	3,149	607	3,756	—	3,756
Total current assets	307,112	57,372	364,484	(2,745)	361,739
Investment securities	13,102	—	13,102	—	13,102
Equity investments	14,893	—	14,893	—	14,893
Property, plant and equipment, net	31,779	14,703	46,482	3,700 (c)	50,182
Goodwill	87,366	50	87,416	76,068 (d)	163,484
Intangible assets	175,349	6,126	181,475	13,731 (e)	195,206
Deferred income taxes	796	750	1,546	—	1,546
Other assets	3,782	—	3,782	3,445 (a)	7,227
Total assets	$ 634,179	$ 79,001	$ 713,180	$ 94,199	$ 807,379

(1) Balance sheet information for Hirschmann is as of December 31, 2011, their most recently completed fiscal year.
(2) Balance sheet information for Hirschmann is converted from Euros to U. S. Dollars, using the exchange rate as of the Closing Date of 1.3063357.

The accompanying Notes to Pro Forma Combined Financial Statements are an integral part of these statements.

VOXX International Corporation and Subsidiaries
Unaudited Pro Forma Combined Balance Sheet
February 29, 2012
(in thousands)
(unaudited)

	Historical			Pro Forma Adjustments		Pro Forma Combined
	VOXX International	Hirschmann (1) (2)	Total			
Liabilities and Stockholders' Equity						
Current liabilities:						
Accounts payable	$ 43,755	$ 14,562	$ 58,317	—		58,317
Accrued expenses and other current liabilities	52,679	10,081	62,760	—		62,760
Income taxes payable	5,432	2,819	8,251	—		8,251
Accrued sales incentives	18,154	3,584	21,738	—		21,738
Deferred income taxes	515	—	515	200	(f)	715
Current portion of long-term debt	3,592	7,511	11,103	15,000	(g)	26,103
Total current liabilities	124,127	38,557	162,684	15,200		177,884
Long-term debt	34,860	3,919	38,779	99,397	(g)	138,176
Capital lease obligations	5,196	949	6,145	—		6,145
Loan payable to shareholders	—	6,175	6,175	(6,175)	(h)	—
Deferred compensation	3,196	534	3,730	—		3,730
Other tax liabilities	2,943	—	2,943	—		2,943
Deferred tax liabilities	34,220	4,546	38,766	5,020	(f)	43,786
Other long-term liabilities	7,840	5,078	12,918	—		12,918
Total liabilities	212,382	59,758	272,140	113,442		385,582
Stockholders' equity:						
Preferred stock	—	—	—	—		—
Common stock	250	72	322	(72)	(i)	250
Paid-in-capital	281,213	2,790	284,003	(2,790)	(i)	281,213
Retained earnings	162,676	18,865	181,541	(18,865)	(i)	162,676
Accumulated other comprehensive (loss) income	(3,973)	(2,484)	(6,457)	2,484	(i)	(3,973)
Treasury stock, at cost	(18,369)	—	(18,369)	—		(18,369)
Total stockholders' equity	421,797	19,243	441,040	(19,243)		421,797
Total liabilities and stockholders' equity	$ 634,179	$ 79,001	$ 713,180	$ 94,199		$ 807,379

(1) Balance sheet information for Hirschmann is as of December 31, 2011, their most recently completed fiscal year.
(2) Balance sheet information for Hirschmann is converted from Euros to U. S. Dollars, using the exchange rate as of the Closing Date of 1.3063357.

The accompanying Notes to Pro Forma Combined Financial Statements are an integral part of these statements.

VOXX International Corporation and Subsidiaries
Unaudited Pro Forma Combined Statement of Income
For the Year Ended February 29, 2012
(in thousands, except share and per share data)
(unaudited)

	Historical			Pro Forma Adjustments		Pro Forma Combined
	VOXX International	Hirschmann (1)(2)	Total			
Net sales	$ 707,062	$ 186,955	$ 894,017	—		$ 894,017
Cost of sales	504,107	138,231	642,338	700	(b)	643,538
				500	(c)	
Gross profit	202,955	48,724	251,679	(1,200)		250,479
Operating expenses:						
Selling	47,282	6,739	54,021	(522)	(j)	53,499
General and administrative	93,219	10,351	103,570	702	(k)	104,272
Engineering and technical support	15,825	15,628	31,453	—		31,453
Acquisition related costs	2,755	—	2,755	(1,131)	(l)	1,624
Total operating expenses	159,081	32,718	191,799	(951)		190,848
Operating income	43,874	16,006	59,880	(249)		59,631
Other income (expense):						
Interest and bank charges	(5,630)	(1,570)	(7,200)	(3,108)	(m)	(10,308)
Equity in income of equity investee	4,035	—	4,035	—		4,035
Other, net	(3,387)	(575)	(3,962)	—		(3,962)
Total other income (expense), net	(4,982)	(2,145)	(7,127)	(3,108)		(10,235)
Income before income taxes	38,892	13,861	52,753	(3,357)		49,396
Income tax expense (benefit)	13,243	3,789	17,032	(218)	(n)	16,814
Net income	$ 25,649	$ 10,072	$ 35,721	$ (3,139)		$ 32,582
Net income per common share (basic)	$ 1.11					$ 1.41
Net income per common share (diluted)	$ 1.10					$ 1.40
Weighted-average common shares outstanding (basic)	23,080,081					23,080,081
Weighted-average common shares outstanding (diluted)	23,265,206					23,265,206

(1) Results for Hirschmann are for the year ended December 31, 2011, their most recently completed fiscal year.
(2) Results for Hirschmann are converted from Euros to U. S. Dollars using the exchange rate as of the Closing Date of 1.3063357.

The accompanying Notes to the Pro Forma Combined Financial Statements are an integral part of these statements.

VOXX International Corporation
Notes to Pro Forma Combined Financial Statements
(Unaudited)
(In thousands, unless otherwise indicated)

1. Description of Transaction

On March 14, 2012 (the "Closing Date"), VOXX International Corporation ("VOXX International" or the "Company"), through its wholly-owned subsidiary VOXX International (Germany) GmbH, completed its acquisition of Car Communication Holding GmbH and its worldwide subsidiaries (collectively "Hirschmann"), a recognized tier-1 supplier of communications and infotainment solutions primarily to the automotive industry, pursuant to the Sale and Purchase Agreement for €87,571 ($114,397 based upon the rate of exchange as of the close of business on the Closing Date), subject to working capital adjustments, plus related transaction fees and expenses (the "Acquisition"). The stock purchase agreement provides for a term in which to finalize the working capital adjustment.

This Acquisition was financed through borrowings under an Amended and Restated Credit Agreement ("Credit Agreement") entered into on the Closing Date.

The terms of the Sale and Purchase Agreement and the Credit Agreement were previously described in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 20, 2012 (the “Original 8-K”) and such description of the Sale and Purchase Agreement is incorporated herein by reference. Such description of the Sale and Purchase Agreement is qualified in its entirety by reference to the full text of the Sale and Purchase Agreement, which is attached as Exhibit 2.1 to the the Form 10-K filed on May 14, 2012.

2. Basis of Presentation

The unaudited pro forma combined financial information was prepared using the acquisition method of accounting and was based on the historical consolidated financial statements of VOXX International as of February 29, 2012 and Hirschmann as of December 31, 2011 and for the years then ended. All Euro amounts were converted to U. S. dollars using the exchange rate at the close of business on the Closing Date. The historical financial statements of Hirschmann included in the pro forma combined financial statements, prepared in accordance with U. S. Generally Accepted Accounting Principles ("U.S. GAAP"), were derived from the historical consolidated financial statements of Hirschmann that were prepared in accordance with German Commercial Law (HGB) and reconciled to U.S. GAAP at Note X to exhibit 99.2 to this Form 8-K/A. Certain reclassificatons were made to the overall presentation of the historical Hirschmann consolidated financial statements to conform to VOXX International's presentation.

The unaudited pro forma combined balance sheet as of February 29, 2012 is presented as if the acquisition of Hirschmann had occurred on February 29, 2012. The unaudited pro forma combined statement of income for the year ended February 29, 2012, is presented as if the Acquisition had occurred on March 1, 2011. The unaudited pro forma combined financial information was prepared under existing U.S. GAAP.

The acquisition method of accounting under U.S. GAAP requires, among other things, that most assets acquired and liabilities assumed be recognized at their fair values at the acquisition date. Fair value is defined under U.S. GAAP as “the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.” Market participants are assumed to be buyers and sellers in the principal (or most advantageous) market for the asset or liability. Fair value measurements for an asset assume the highest and best use by these market participants. Fair value measurements can be highly subjective and it is possible that other professionals, applying reasonable judgment to the same facts and circumstances, could develop and support a range of alternative estimated amounts.

Accordingly, the assets acquired and liabilities assumed were recorded at their respective fair values and added to those of VOXX International. Financial statements and reported results of operations of VOXX International for periods following completion of the acquisition will reflect these values, and the related depreciation and amortization thereof, but will not be retroactively restated to reflect the historical financial position or results of operations of Hirschmann for periods prior to the acquisition.

Acquisition-related transaction costs (e.g., advisory, legal, valuation, other professional fees) and certain acquisition-related restructuring charges impacting the acquired company are not included as a component of consideration transferred but are accounted for as expenses in the periods in which the costs are incurred. The unaudited pro forma combined financial statements do not reflect acquisition-related transaction costs incurred by VOXX International or Hirschmann. The unaudited pro forma combined financial statements reflect no restructuring and integration charges that may be incurred in connection with the acquisition.

3. <u>Accounting Policies</u>

VOXX International has not identified any differences in accounting policies that would have a material impact on the combined financial statements.

4. Assets Acquired and Liabilities Assumed

The preliminary estimated assets acquired and the liabilities assumed by VOXX International in the acquisition of Hirschmann, reconciled to the consideration transferred, are provided below.

		As of February 29, 2012
Book value of net assets acquired	$	19,243
Adjustment for elimination of historical goodwill and intangibles		(6,176)
Adjustment for the elimination of shareholder loans payable not assumed as part of the acquisition		6,175
Adjusted book value of net tangible assets acquired		19,242
Adjustments to:		
Inventory		700
Property, plant and equipment		3,700
Indentifiable intangible assets (13-15 year life)		19,857
Goodwill		76,118
Deferred tax liabilities		(5,220)
Totals	$	114,397

The above table summarizes on a preliminary basis, the allocation of the purchase price of Hirschmann to the assets acquired and liabilities assumed as of the date of the acquisition and remains subject to finalization.

5. Pro Forma Adjustments

This note should be read in conjunction with *Note 1. Description of Transaction; Note 2. Basis of Presentation*; and *Note 4. Assets Acquired and Liabilities Assumed*.

Adjustments under the heading "Pro Forma Adjustments" represent the following:

a) To capitalize debt issuance costs incurred for the Hirschmann acquisition, which is expected to be amortized and recorded to interest expense, on a straight-line basis over the life of the Credit Agreement.

b) VOXX International performed a fair value assessment for inventory, which, on a preliminary basis, increased book value by $700. The resulting fair value adjustment to inventory will increase cost of sales and has been reported as such.

c) VOXX International performed a fair value assessment for property, plant and equipment, which, on a preliminary basis, increased the book value by approximately $3,700. The resulting fair value adjustments attributable to property, plant and equipment, primarily used in the manufacturing process, will increase depreciation expense by approximately $500 and has been reported as adjustments to cost of sales.

   The preliminary estimated fair value and the estimated useful lives of each class of asset are summarized on the table below:

	Depreciation Period	Fair Value at February 29, 2012
Land, building and building improvements	indefinite/39 years	$ 4,626
Technical equipment and machines	5 years	$ 5,864
Other equipment, factory and office equipment	4 years	$ 4,550
Capitalized software	3 years	$ 1,823
Equipment not yet placed in service	N/A	$ 1,540
Total		$ 18,403

These valuations and estimated useful lives are preliminary and subject to change.

d) To record estimated acquisition goodwill of $76,118 and to eliminate historical goodwill of Hirschmann of $50. Goodwill largely consists of geographic expansion of product sales and other synergies of the combined companies, the value of the assembled workforce, other intangible assets that did not qualify for separate recognition and other intangible assets that were not individually identified because they cannot be reliably measured. Goodwill is not expected to be deductible for tax purposes.

e) To record the estimated fair value of the intangibles acquired of $19,857 and to eliminate historical intangible assets of Hirschmann of $6,126. To determine the estimated fair value of intangibles acquired, VOXX International engaged a third party valuation specialist to assist management. Based on the preliminary assessment, the acquired intangible asset categories, fair value and average amortization periods, are as follows:

	Amortization Period	Fair Value at February 29, 2012
Tradename	Indefinite	$ 5,356
Patents	13 years	$ 5,879
Customer relationships	15 years	$ 8,622
Total		$ 19,857

The preliminary fair value of the tradename and patents was determined based on the "relief from royalty" method, an approach under which fair value is estimated to be the present value of royalties saved because we own the intangible asset and therefore do not have to pay a royalty for its use. The customer relationships were preliminarily valued utilizing the "excess earnings method" of income approach. Estimated discounted cash flow associated with existing customers and projects was based on historical and market participant data.

These valuations and the estimated useful lives are preliminary and subject to change.

f) To record the deferred tax liability for the fair value adjustments to inventory, fixed assets, tradename, patents and customer relationships.

g) To adjust for borrowings incurred under the Credit Agreement to finance the acquisition of Hirschmann.

Adjustments to debt are as follows:

Borrowings under $130,000 - Senior Secured Revolving Credit Facility	$ 72,985
Borrowings under $75,000 - Term Loan	41,412
	$ 114,397

The principal amount of the term loan shall be repaid in consecutive quarterly installments of $3,750 until the maturity date (five years following the closing date) of the term loan.

h) To eliminate the historical shareholder loans payable of Hirschmann, of $6,175 that were paid by VOXX International in connection with the acquisition and have been included in the purchase price. The loans are now intercompany loans that eliminate in the consolidation of VOXX International and Hirschmann.

i) To eliminate stockholders' equity of Hirschmann as of the date of the acquisition.

j) To eliminate premiums to senior management accrued by Hirschmann of approximately $522 during the year ended December 31, 2011 for the successful sale of the business to VOXX International. These premiums in the historical financial statements are considered to be non-recurring and are not expected to have a continuing impact on the operations of the Company.

k) To adjust amortization expense attributable to the fair value of the intangible assets acquired, which is expected to be provided on a straight-line basis, and eliminate historical amortization expense for intangible assets recorded by Hirschmann, as follows:

		For the year ended February 29, 2012
Elimination of Hirschmann historical amortization expense, net	$	(325)
Amortization expense for intangible assets acquired		1,027
Total	$	702

l) To eliminate VOXX International's acquisition related costs, consisting of legal, accounting, tax consulting and due diligence that were expensed as incurred and approximated $1,131 during the year ended February 29, 2012. These costs have not been tax effected for the purposes of this Pro Forma Information as it is expected that such costs will be nondeductible for tax purposes as they are facilitative to the transaction.

m) To recognize additional interest expense, the cost of debt incurred by VOXX International to purchase Hirschmann, and to eliminate interest on shareholder loans not assumed as part of the acquisition, as follows:

		For the year ended February 29, 2012
Elimination of Hirschmann historical interest expense on shareholder loans	$	(509)
Interest expense for new debt		2,928
Amortization of additional deferred debt issuance costs		689
Total	$	3,108

For the purposes of the proforma adjustment, interest expense was calculated assuming an interest rate of 2.56%, which approximates the weighted average interest rate on the initial borrowings. A portion of the initial borrowings bears interest at LIBOR plus 2% and a portion bears interest at Prime plus 1%.

n) To record the recognition of the income tax consequences of the pro forma adjustments included herein. The adjustments have been tax effected at the appropriate statutory rates. The Company is in the process of evaluating the global tax structure necessary to support its current and future business requirements. Therefore, the actual amounts reflected in the statement of consolidated operations may differ materially from the information presented in the Pro Forma Information.