

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13E-4
ISSUER TENDER OFFER STATEMENT
(PURSUANT TO SECTION 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934)
AMENDMENT NO. 2

AUDIOVOX CORPORATION
(NAME OF ISSUER)

AUDIOVOX CORPORATION
(NAME OF PERSON(S) FILING STATEMENT)

6 1/4% CONVERTIBLE SUBORDINATED DEBENTURES DUE 2001
(TITLE OF CLASS OF SECURITIES)

050757-AB-9

(CUSIP NUMBER OF CLASS OF SECURITIES)

C. MICHAEL STOEHR
AUDIOVOX CORPORATION
150 MARCUS BLVD.
HAUPPAUGE, NY 11788
(516) 231-7751

(Name, Address and Telephone Number of a Person Authorized to
Receive Notes and Communications on Behalf of the Person(s)
Filing Statement)

COPIES TO:

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ONE NEW YORK PLAZA NEW YORK, NY 10119
NEW YORK, NY 10004 (212) 279-7007
(212) 859-8000

OCTOBER 18, 1996
(DATE TENDER OFFER FIRST PUBLISHED, SENT OR GIVEN TO SECURITY
HOLDERS)

CALCULATION OF FILING FEE

TRANSACTION VALUATION ¹	AMOUNT OF FILING FEE
\$49,725,000	\$9,945*

1. For purposes of calculating this filing fee in accordance with Rule 0-11(b)(2) under the Securities Exchange Act of 1934, as amended, the market value of the 6 1/4% Convertible Subordinated Debentures due 2001 which may be exchanged pursuant to the Company's offer to exchange such Convertible Debentures for Common Stock of the Company is based upon the average of the high and low prices reported on the American Stock Exchange, Inc. as of October 16, 1996 (\$765.00 per Convertible Debenture) and the maximum number of Convertible Debentures exchangeable pursuant to the Exchange Offer (65,000 Convertible Debentures).

[] CHECK BOX IF ANY PART OF THE FEE IS OFFSET AS PROVIDED BY RULE 0-11(A)(2) AND IDENTIFY THE FILING WITH WHICH THE OFFSETTING FEE WAS PREVIOUSLY PAID. IDENTIFY THE PREVIOUS FILING BY REGISTRATION STATEMENT NUMBER, OR THE FORM OR SCHEDULE AND THE DATE OF ITS FILING.

Amount Previously Paid: N/A
Form or Registration No.: N/A
Filing Party: N/A
Date Filed: N/A

*Previously paid.

ITEM 1. SECURITY AND ISSUER.

(a) The issuer of the securities to which this Statement relates is Audiovox Corporation, a Delaware corporation (the "Company"). The principal executive offices of the Company are located at 150 Marcus Blvd., Hauppauge, New York 11788.

(b) As of the date hereof, there were \$65,000,000 aggregate principal amount of the Company's 6 1/4% Convertible Subordinated Debentures due 2001 (the "Convertible Debentures") outstanding. Upon the terms and subject to the conditions set forth in the Offering Circular dated October 18, 1996, as supplemented on October 30, 1996 (the "Offering Circular") and the related Letter of Transmittal, copies of which are filed herewith as Exhibits 99.(a)(i) and 99.(a)(ii), respectively, the Company is offering to exchange (the "Exchange Offer") 165 shares of the Company's Class A Common Stock, par value \$.01 per share (the "Class A Common Stock") for each \$1,000 principal amount of Convertible Debentures outstanding. The information under the headings "The Exchange Offer -- General" and "-- Terms of the Exchange Offer" in the Offering Circular and the information in the Supplement No. 1 to the Offering Circular (a copy of which is filed herewith as Exhibit 99.(a)(xii)) is incorporated herein by reference. To the knowledge of the Company, no officer, director or affiliate of the Company beneficially owns any of the Convertible Debentures except Martin Novick, a Vice President of the Company, who owns \$222,000 principal aggregate amount of the Convertible Debentures. Any such Convertible Debentures owned by Mr. Novick at the time of the Exchange Offer are eligible for exchange if properly tendered pursuant to the Exchange Offer on the same basis as all other Convertible Debentures.

(c) The information under the heading "Description of the Convertible Debentures -- Market Price of Convertible Debentures" in the Offering Circular is incorporated herein by reference.

(d) Not applicable.

ITEM 2. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

(a) The Company has reserved 10,725,000 shares of its authorized but unissued Class A Common Stock for issuance upon exchange of the Convertible Debentures pursuant to the Exchange Offer. If all of the outstanding Convertible Debentures are exchanged pursuant to the Exchange Offer, the Company will have issued 10,725,000 shares of its Class A Common Stock to Debentureholders pursuant to the Exchange Offer.

(b) Not applicable.

ITEM 3. PURPOSE OF THE EXCHANGE OFFER AND PLANS OR PROPOSALS OF THE ISSUER OR AFFILIATE.

The information on the cover page and under the headings "Offering Summary -- The Exchange Offer" and "The Exchange Offer - -- General" in the Offering Circular discusses the purpose of the Exchange Offer and is incorporated herein by reference. The Convertible Debentures are to be canceled upon consummation of the Exchange Offer.

(a) The information on the cover page and under the headings "Offering Summary -- The Exchange Offer" and "The Exchange Offer -- General" in the Offering Circular is incorporated herein by reference.

(b) Not applicable.

(c) Not applicable.

(d) Not applicable.

(e) The information under the headings "Pro Forma Financial Data" in the Offering Circular is incorporated herein by reference.

(f) Not applicable.

(g) Not applicable.

(h) The information under the heading "Risk Factors -- Effect of Exchange Offer on Unconverted Securities" is

incorporated herein by reference.

(i) The Convertible Debentures are registered pursuant to Section 12(g)(4) of the Exchange Act. Although it has no current plans or proposals to do so, if the Convertible Debentures cease to be listed on AMEX, the Company may seek to terminate the registration of the Convertible Debentures under the Exchange Act upon certification that the Convertible Debentures are held of record by fewer than 500 persons.

(j) Not applicable.

ITEM 4. INTEREST IN SECURITIES OF THE ISSUER.

The following sets forth each transaction in the Convertible Debentures effected since (and including) August 21, 1996 by the Company, by any person referred to in Instruction C of Schedule 13E-4 (i.e., by each executive officer and director of the Company, any person "controlling" the Company and each director and executive officer of any "controlling" person) or by any associate or subsidiary of such person, including any director or officer of any such subsidiary:

NAME	DATE	AGGREGATE PRINCIPAL AMOUNT OF CONVERTIBLE DEBENTURES	PRICE PER CONVERTIBLE DEBENTURE	WHERE AND HOW EFFECTED
Martin Novick	9/18/96	\$10,000	\$695	AMEX
Martin Novick	9/20/96	\$19,000	\$695	AMEX

ITEM 5. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO THE ISSUER'S SECURITIES.

None.

ITEM 6. PERSONS RETAINED, EMPLOYED OR TO BE COMPENSATED.

There have been no persons employed, retained or to be compensated to make solicitations or recommendations in connection with the Exchange Offer.

ITEM 7. FINANCIAL INFORMATION.

(a)(1) Audited financial statements of the Company for the two most recent fiscal years are included in the Company's 1995 Annual Report to Stockholders (which are incorporated by reference in the Company's Annual Report on Form 10-K for the fiscal year ended November 30, 1995 filed with the Securities and Exchange Commission, constituting pages 30 through 74, inclusive thereof and are incorporated herein by reference). A copy of pages 30 through 74, inclusive, of the Company's Annual Report on Form 10-K is annexed hereto as Exhibit 99.(a)(vi).

(a)(2) Unaudited balance sheets and comparative year-to-date statements of operations and cash flows and related earnings or loss per share amounts at August 31, 1996 and for the nine-month period then ended are included on pages 3 through 20, inclusive, in the Company's quarterly report on Form 10-Q for the quarter ended August 31, 1996, and are incorporated herein by reference. A copy of pages 3 through 20, inclusive, of the Form 10-Q is annexed hereto as Exhibit 99.(a)(vii).

(a)(3) The information under the heading "Summary Selected Consolidated Financial Data -- Summary Selected Historical Financial and Operational Data" in the Offering Circular is incorporated herein by reference.

(a)(4) See the response to Item 7(a)(3) above.

(b)(1)-(3) The information under the heading "Pro Forma Financial Data" in the Offering Circular is incorporated herein by reference.

ITEM 8. ADDITIONAL INFORMATION.

(a) Not applicable.

(b) The Class A Common Stock issued upon exchange of Convertible Debentures will be issued by the Company in reliance on the exemption from the registration requirements of the Securities Act of 1933, as amended, provided in Section 3(a)(9) thereof. The Company believes that the Class A Common Stock issued by the Company to Debentureholders not deemed affiliates (as defined under Rule 144 of the Securities Act of 1933, as amended) upon the exchange of Convertible Debentures will be freely tradable by such Debentureholders because such Convertible Debentures have been registered pursuant to an effective registration statement under the Securities Act of 1933, as amended. Debentureholders deemed affiliates will be subject to the restrictions contained in Rule 144.

(c) The information under the heading "Risk Factors -- Effect of Exchange Offer on Unconverted Securities" in the Offering Circular is incorporated herein by reference.

(d) Not applicable.

(e) Additional material information is set forth in (i) the Offering Circular and related Letter of Transmittal which are attached hereto as Exhibits 99.(a)(i) and 99.(a)(ii), respectively, and (ii) Supplement No. 1 to the Offering Circular, dated October 30, 1996, and such material information is incorporated herein by reference.

ITEM 9. MATERIAL TO BE FILED AS EXHIBITS.

- 99.(a)(i) - Form of Offering Circular dated October 18, 1996.*
- 99.(a)(ii) - Form of Letter of Transmittal along with guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
- 99.(a)(iii)- Form of Letter from the Company to Brokers, Dealers and Nominees.*
- 99.(a)(iv) - Form of Letter from Brokers, Dealers, Commercial Banks, Trust Companies and Nominees to Clients.*
- 99.(a)(v) - Form of Notice of Guaranteed Delivery.*
- 99.(a)(vi) - Copies of the Report of Independent Auditors and Audited Financial Statements of the Company's 1995 Annual Report to Stockholders (which are incorporated by reference in the Company's Annual Report on Form 10-K, for the fiscal year ended November 30, 1995) constituting pages 30 through 74, inclusive.*
- 99.(a)(vii)- Copies of unaudited balance sheets and comparative year-to-date statements of operations and cash flows and related earnings (loss) per share amounts constituting pages 3 through 20, inclusive, of the Company's Quarterly Report on Form 10-Q for the quarter ended August 31, 1996.*
- 99.(a)(viii)-Unaudited pro forma data showing the effect of the conversion of \$65,000,000 aggregate principal amount of Convertible Debentures for the Class A Common Stock for the year ended November 30, 1995 and for the nine months ended August 31, 1996, on the Company's balance sheet, statement of operations, loss per share amounts, ratio of earnings to fixed charges and book value as of its most recent fiscal year and latest interim period (which is set forth in Exhibit 99.(a)(i) above under the heading "Pro Forma Financial Data").*
- 99.(a)(ix) - Press Release, dated October 17, 1996.*
- 99.(a)(x) Letter to holders of Convertible Debentures, dated October 18, 1996.*
- 99.(a)(xi) - Consent of KPMG Peat Marwick LLP.*
- 99.(a)(xii)- Supplement No. 1 to Offering Circular, dated October 30, 1996. *
- 99.(a)(xiii)-Press Release, dated November 5, 1996.
- 99.(a)(xiv)- Letters to holders of Convertible Debentures, dated November 7, 1996.
- 99.(b) - Not applicable.
- 99.(c) - None.
- 99.(d) - None.
- 99.(e) - Not applicable.
- 99.(f) - None.

* Previously filed.

SIGNATURE

After due inquiry and to the best of the Company's knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: November 13, 1996

AUDIOVOX CORPORATION

By: /s/ John J. Shalam

Name: John J. Shalam
Title: President and
Chief Executive Officer

EXHIBIT INDEX

NUMBER	EXHIBIT	SEQUENTIAL PAGE NUMBER
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- 99.(b) -Not applicable.
- 99.(c) -None
- 99.(d) -None.
- 99.(e) -Not applicable.
- 99.(f) -None.

*Previously filed

[AUDIOVOX LETTERHEAD]

FOR IMMEDIATE RELEASE

Michael Stoehr
 Audiovox Corporation
 (516) 231-7750

Joseph Kist
 Edelman Financial
 (212) 704-8239

AUDIOVOX EXTENDS ITS OFFER TO EXCHANGE 6 1/4% CONVERTIBLE
 SUBORDINATED DEBENTURES

HAUPPAUGE, New York, November 5, 1996 -- Audiovox Corporation (AMEX: VOX) today announced that it has extended its Exchange Offer for its \$65 million outstanding of 6 1/4% Convertible Subordinated Debentures due 2001 for Class A Common Stock from November 19, 1996 to November 25, 1996. The Company has offered to exchange of 165 shares of Common Stock for each \$1,000 principal amount of the Debentures.

The Exchange Offer is subject to certain conditions including, among others, approval by the shareholders of the Company at a special shareholders' meeting now rescheduled to be held at 10:00 A.M. (New York City time) on November 25, 1996. ACCORDINGLY, THE EXPIRATION DATE OF THE EXCHANGE OFFER HAS BEEN EXTENDED FROM 5:00 P.M. (NEW YORK CITY TIME) ON NOVEMBER 19, 1996 TO 5:00 P.M. (NEW YORK CITY TIME) ON NOVEMBER 25, 1996. The Company may extend further the expiration date of the Exchange Offer, such extension to be followed by a press release. All of the other terms of the Exchange Offer remain unchanged.

John J. Shalam, majority shareholder, has indicated he will vote his shares in favor of the Offer.

The Company reiterated that it believes that the Exchange Offer is an important part of Audiovox's long-term strategy to improve financial strength and meet growth objectives. The Company further stated that regardless of the outcome of the offering, it believes the Company remains well-positioned financially, operationally and strategically to grow.

As a result of the accounting treatment of this transaction, if the transaction is consummated, the Company could report a substantial non-cash charge to its income statement and an increase to its paid-in-capital to its balance sheet.

This press release shall not constitute an offer to sell, exchange or redeem or the solicitation of an offer to buy, exchange or redeem, or the solicitation of a proxy, nor shall there be any exchange of these securities in any state in which such offer or solicitation would be unlawful prior to registration or qualification under the securities laws of any such state. The Exchange Offer may be made only by means of an offering circular, and the solicitation of proxies may only be made by means of a definitive proxy statement.

Audiovox Corporation markets cellular telephones and accessories, automotive aftermarket sound and security equipment, as well as other aftermarket automotive accessories.

* * *

[AUDIOVOX LETTERHEAD]

November 7, 1996

Dear Audiovox Bondholder:

By now you should have received an information packet relating to the Company's offer to exchange \$1,000 principal amount of Audiovox's 6 1/4% Convertible Subordinated Debentures for 165 shares of Audiovox Class A Common Stock.

THE EXCHANGE OFFER WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME ON MONDAY, NOVEMBER 25, 1996.

The information package contains a detailed explanation of the Exchange Offer as well as instructions on how to exchange your bonds for the Company's Class A Common Stock. You must notify your broker to participate in the Exchange Offer. Should you have any questions on exchange procedures, please contact your broker or call Audiovox at (516) 436-6550.

We have arranged an informational meeting to discuss the Company's growth strategies and the Exchange Offer. Members of the Company's senior management will be present. You are cordially invited to attend the meeting and to participate in the conference call referenced below.

MEETING:
TUESDAY, NOVEMBER 19, 1996 AT 3:00 P.M.
THE WALDORF ASTORIA HOTEL
301 PARK AVENUE AT 49TH STREET
NEW YORK, NEW YORK

To assist us in planning, please RSVP to Joseph Kist, Edelman Worldwide at (212) 704-8239

CONFERENCE CALL
THURSDAY, NOVEMBER 21, 1996 AT 2:00 P.M., E.S.T.

If you would like to participate in the conference call, please call (800) 553-2379, five minutes before the scheduled start time.