

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

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

Date of Report (date of earliest event reported): November 26, 1996

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

DELAWARE (State or other jurisdiction of Incorporation or organization)	1-9532 (Commission File Number)	13-1964841 (I.R.S. Employer Identification Number)
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150 Marcus Boulevard, Hauppauge, New York of principal executive offices)	11788 (Zip Code)	(Address
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Registrant's telephone number, including area code: (516) 231-7750

NONE

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

Item 5. Other Events

On November 26, 1996, Audiovox Corporation (the "Company") announced that it completed the exchange offer for its 6 1/4% Convertible Subordinated Debentures due 2001 ("Debentures") for Class A Common Stock. Approximately \$41.2 million of the Debentures were exchanged for approximately 6.8 million shares of the Company's Class A Common Stock.

Item 7. Exhibits.

1. Press release dated November 26, 1996.

SIGNATURES

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

AUDIOVOX CORPORATION

Dated: December 2, 1996

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

FOR IMMEDIATE RELEASE

Michael Stoehr
Audiovox Corporation
(516) 231-7750

Joe Kist
Edelman Financial
(212) 704-8239

AUDIOVOX ANNOUNCE \$35.8 MILLION NET EQUITY INCREASE

Bond Exchange Offer completed at 63%

HAUPPAUGE, New York, November 26, 1996-- Audiovox Corporation (AMEX: VOX) today announced a net increase in stockholders' equity of approximately \$35.8 million as a result of the successful completion of the Company's Exchange Offer. Approximately \$41.2 million of the Company's \$65 million 6 1/4% Convertible Subordinated Debentures due 2001 exchanged for approximately 6.8 million shares of the Company's Class A Common Stock. As a result of this transaction, the total number of Class A and Class B Common shares outstanding will be 16,291,303.

As previously reported, the accounting of this exchange results in a non-cash charge of approximately \$24.8 million and a current tax liability of approximately \$2.9 million. The Company indicated that this non-cash charge is offset by an increase in paid in capital.

John J. Shalam, Chairman, President and CEO, stated, "We are pleased that nearly 63% of our Bondholders responded to the Company's Exchange Offer. We appreciate the Bondholders' confidence in Audiovox and their willingness to become stockholders in our Company. This increase in the Company's equity will further strengthen our balance sheet and should give us a solid foundation to continue participation in the growth of the wireless and automotive industries."

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

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