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

FORM 10-Q

(Mark One)

|X| QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended August 31, 2007

or

|_| TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number: 0-28839

Audiovox Corporation
(Exact name of registrant as specified in its charter)

Delaware	13-1964841
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
180 Marcus Blvd., Hauppauge, New York	11788
(Address of principal executive offices)	(Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No ___

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer as defined in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ___ Accelerated filer X Non-accelerated filer ___

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ___ No X

Number of shares of each class of the issuer's common stock outstanding as of the latest practicable date.

Class	As of July 9, 2007
Class A Common Stock	20,591,399 Shares
Class B Common Stock	2,260,954 Shares

Audiovox Corporation

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Audiovox Corporation and Subsidiaries
Consolidated Balance Sheets
(In thousands, except share data)

	August 31, 2007 (unaudited)	February 28, 2007
Assets		
Current assets:		
Cash and cash equivalents	$ 11,252	$ 15,473
Short-term investments	72,606	140,872
Accounts receivable, net	122,406	86,003
Inventory	138,253	104,972
Receivables from vendors	20,346	13,935
Prepaid expenses and other current assets	11,622	11,427
Income tax receivable	1,846	3,518
Deferred income taxes	2,597	2,492
Total current assets	380,928	378,692
Investment securities	13,437	13,179
Equity investments	12,541	11,353
Property, plant and equipment, net	20,760	18,019
Goodwill	24,202	17,514
Intangible assets	58,281	57,874
Deferred income taxes	2,478	1,858
Other assets	608	631
Total assets	$513,235	$499,120

See accompanying notes to consolidated financial statements.

Audiovox Corporation and Subsidiaries
Consolidated Balance Sheets (continued)
(In thousands, except share data)

	August 31, 2007 (unaudited)	February 28, 2007
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 36,204	$ 34,344
Accrued expenses and other current liabilities	23,000	26,564
Accrued sales incentives	11,403	7,410
Bank obligations	3,296	2,890
Current portion of long-term debt	1,653	1,524
Total current liabilities	75,556	72,732
Long-term debt	4,827	5,430
Other tax liabilities	4,310	3,347
Capital lease obligation	5,643	5,676
Deferred compensation	8,291	7,573
Total liabilities	98,627	94,758
Commitments and contingencies		
Stockholders' equity:		
Series preferred stock, $.01 par value; 1,500,000 shares authorized, no shares issued or outstanding	--	--
Common stock: Class A, $.01 par value; 60,000,000 shares authorized, 22,412,546 and 22,005,346 shares issued, 20,591,399 and 20,312,299 shares outstanding at August 31, 2007 and February 28, 2007, respectively	224	220
Class B convertible, $.01 par value; 10,000,000 shares authorized, 2,260,954 shares issued and outstanding	22	22
Paid-in capital	275,534	271,056
Retained earnings	157,193	151,363
Accumulated other comprehensive income (loss)	45	(1,320)
Treasury stock, at cost, 1,821,147 and 1,693,047 shares of Class A common stock at August 31, 2007 and February 28, 2007, respectively	(18,410)	(16,979)
Total stockholders' equity	414,608	404,362
Total liabilities and stockholders' equity	$ 513,235	$ 499,120

See accompanying notes to consolidated financial statements.

Audiovox Corporation and Subsidiaries

Consolidated Statements of Operations

For the Three and Six Months Ended August 31, 2007 and 2006

(In thousands, except share and per share data)

(unaudited)

	Three Months Ended August 31,		Six Months Ended August 31,	
	2007	2006	2007	2006
Net sales	$ 148,269	$ 97,424	$ 276,522	$ 208,723
Cost of sales	119,795	81,670	224,859	172,870
Gross profit	28,474	15,754	51,663	35,853
Operating expenses:				
Selling	7,910	6,451	16,706	13,512
General and administrative	14,506	11,708	28,205	23,033
Engineering and technical support	2,148	1,765	4,410	3,530
Total operating expenses	24,564	19,924	49,321	40,075
Operating income (loss)	3,910	(4,170)	2,342	(4,222)
Other income (expense):				
Interest and bank charges	(697)	(502)	(1,364)	(1,062)
Equity in income of equity investees	975	816	1,916	1,764
Other, net	1,161	1,788	2,628	3,709
Total other income, net	1,439	2,102	3,180	4,411
Income (loss) from continuing operations before income taxes	5,349	(2,068)	5,522	189
Income tax expense (benefit)	1,619	(435)	1,670	40
Net income (loss) from continuing operations	3,730	(1,633)	3,852	149
Net income (loss) from discontinued operations, net of tax	--	(322)	2,111	(582)
Net income (loss)	$ 3,730	$ (1,955)	$ 5,963	$ (433)
Net income (loss) per common share (basic):				
From continuing operations	$ 0.16	$ (0.07)	$ 0.17	$ 0.01
From discontinued operations	--	(0.02)	0.09	(0.03)
Net income (loss) per common share (basic)	$ 0.16	$ (0.09)	$ 0.26	$ (0.02)
Net income (loss) per common share (diluted):				
From continuing operations	$ 0.16	$ (0.07)	$ 0.17	$ 0.01
From discontinued operations	--	(0.02)	0.09	(0.03)
Net income (loss) per common share (diluted)	$ 0.16	$ (0.09)	$ 0.26	$ (0.02)
Weighted-average common shares outstanding (basic)	22,931,487	22,430,598	22,853,269	22,399,973
Weighted-average common shares outstanding (diluted)	22,936,317	22,430,598	22,891,715	22,587,530

See accompanying notes to consolidated financial statements.

Audiovox Corporation and Subsidiaries
Consolidated Statements of Cash Flows
For the Six Months Ended August 31, 2007 and 2006
(In thousands)
(unaudited)

	2007	2006
Cash flows from operating activities:		
Net income (loss)	$ 5,963	$ (433)
Net (income) loss from discontinued operations	(2,111)	582
Net income from continuing operations	3,852	149
Adjustments to reconcile net income (loss) to net cash (used in) provided by continuing operating activities:		
Depreciation and amortization	2,287	1,897
Bad debt expense (recovery)	38	(48)
Equity in income of equity investees	(1,916)	(1,764)
Non-cash compensation adjustment	(747)	150
Non-cash stock based compensation and warrant expense	333	38
Tax benefit on stock options exercised	(1,019)	--
Changes in operating assets and liabilities (net of assets and liabilities acquired):		
Accounts receivable	(33,137)	9,464
Inventory	(30,464)	(6,280)
Receivables from vendors	(6,405)	4,848
Prepaid expenses and other	2,867	(2,331)
Investment securities-trading	(718)	(165)
Accounts payable, accrued expenses, accrued sales incentives and other current liabilities	(1,194)	313
Income taxes payable	1,884	1,558
Net cash (used in) provided by operating activities	(64,339)	7,829
Cash flows from investing activities:		
Purchases of property, plant and equipment	(4,460)	(955)
Proceeds from sale of property, plant and equipment	38	24
Proceeds from distribution from an equity investee	727	1,681
Proceeds from a liquidating distribution from an available-for-sale security	459	--
Purchase of short-term investments	(5,600)	(57,405)
Proceeds from sale of short-term investments	73,750	45,375
Purchase of patents	--	(475)
Purchase of acquired business	(7,013)	--
Net cash provided by (used in) investing activities	57,901	(11,755)

Audiovox Corporation and Subsidiaries
Consolidated Statements of Cash Flows (continued)
For the Six Months Ended August 31, 2007 and 2006
(In thousands)
(unaudited)

	2007	2006
Cash flows from financing activities:		
Repayments on bank obligations	--	(1,310)
Proceeds from bank borrowings	371	--
Principal payments on capital lease obligation	(32)	(42)
Principal payments on debt	(910)	(836)
Repurchase of Class A common stock	(1,431)	(2,551)
Repurchase of preferred stock	--	(5)
Proceeds from exercise of stock options	3,130	1,321
Tax benefit on stock options exercised	1,019	--
Net cash provided by (used in) financing activities	2,147	(3,423)
Effect of exchange rate changes on cash	70	83
Net decrease in cash and cash equivalents	(4,221)	(7,266)
Cash and cash equivalents at beginning of period	15,473	16,280
Cash and cash equivalents at end of period	$ 11,252	$ 9,014

See accompanying notes to consolidated financial statements.

Audiovox Corporation and Subsidiaries Notes to Consolidated Financial Statements August 31, 2007 (Dollars in thousands, except share and per share data) (unaudited) (1) Basis of Presentation --------------------- The accompanying unaudited interim consolidated financial statements of Audiovox Corporation and subsidiaries ("Audiovox" or the "Company") have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission and in accordance with accounting principles generally accepted in the United States of America and include all adjustments (consisting of normal recurring adjustments), which, in the opinion of management, are necessary to present fairly the consolidated financial position, results of operations and cash flows for all periods presented. The results of operations are not necessarily indicative of the results to be expected for the full fiscal year. These consolidated financial statements do not include all disclosures associated with consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America. Accordingly, these statements should be read in conjunction with the Company's audited consolidated financial statements and notes thereto contained in the Company's Form 10-K for the fiscal year ended February 28, 2007. Certain reclassifications have been made to prior year amounts on the accompanying balance sheet in order to conform to the current year presentation (See Note 10). The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts of assets, liabilities, revenues and expenses reported in those financial statements as well as the disclosure of contingent assets and liabilities at the date of the consolidated financial statements. These judgments can be subjective and complex, and consequently, actual results could differ from those estimates and assumptions. Significant estimates made by the Company include the allowance for doubtful accounts, inventory valuation, fair value of stock based compensation, income taxes, valuation of long-lived assets, accrued sales incentives and warranty reserves. A summary of the Company's significant accounting policies is identified in Note 1 of the Consolidated Financial Statements in the Company's Form 10-K for the fiscal year ended February 28, 2007. There have been no changes to the Company's significant accounting policies subsequent to February 28, 2007, except for the accounting for uncertain tax positions (See Note 10). The Company has one reportable segment, the Electronics Group, which is organized by product category. The Electronics Group consists of six wholly-owned subsidiaries: American Radio Corp., Audiovox Electronics Corporation, Audiovox Accessories Corp., Audiovox German Holdings GmbH, Audiovox Venezuela, C.A. and Code Systems, Inc. The Company markets its products under the Audiovox(R) and other brand names. Unless specifically indicated otherwise, all amounts and percentages presented in the notes below are exclusive of discontinued operations. (2) Accounting for Stock-Based Compensation The Company has various stock based compensation plans, which are more fully described in Note 1 of the Company's Form 10-K for the fiscal year ended February 28, 2007.

Audiovox Corporation and Subsidiaries Notes to Consolidated Financial Statements, continued August 31, 2007

Stock-Based Compensation Expense

The Company recognized stock-based compensation (exclusive of deferred tax benefits) for awards granted under the Company's Stock Option Plans in the following line items in the Consolidated Statement of Operations:

	Three and six months ended August 31, 2007	2006
Cost of sales	$ 5	$--
Selling expenses	64	0
General and administrative expenses	202	38
Engineering and technical support	5	0
Stock-based compensation expense before income tax benefit.......	$276	$ 38

The Company granted 257,500 options during the three months ended August 31, 2007, which vest one-third on August 31, 2007, one-third on November 30, 2007, and one-third on February 28, 2008, expire three years from date of vesting (August 31, 2010, November 30, 2010, and February 28, 2011, respectively), have an exercise price equal to $1.00 above the lowest sales price of the Company's stock on the day prior to the date of grant, have a contractual term between 2 years and 3.7 years and a grant date fair value of $3.26 per share. In connection with this option grant, there were 15,000 options granted to an outside director that expire on September 9, 2009, which have a contractual life of 2.1 years and a grant date fair value of $2.57 per share. In addition, the Company issued 17,500 warrants to purchase the Company's common stock at an exercise price of $10.90 per share as consideration for past legal services rendered. The warrants are exercisable immediately, expire three years from date of issuance and have a fair value on issuance date of $3.26 per warrant determined based upon a Black-Sholes valuation model (refer to the table above for assumptions used to determine fair value). Accordingly, the Company recorded additional legal expense in the amount of approximately $57 during the three and six months ended August 31, 2007, representing the fair value of the warrants issued. These warrants are included in the outstanding options and warrant table below and considered exercisable at August 31, 2007. Options granted during the three months ended August 31, 2006 vested immediately, had exercise prices equal to the fair market value of the stock on the date of grant and a contractual term of two years. The per share fair value of stock options granted during the three months ended August 31, 2006 was $3.75. The fair value of stock options and warrants on the date of grant, and the assumptions used to estimate the fair value of the stock options and warrants using the Black-Sholes option valuation model granted during the respective periods were as follows:

	Three and six months ended August 31, 2007	2006
Dividend yield	0%	0%
Weighted-average expected volatility	47.0%	48.8%
Risk-free interest rate	4.57%	4.97%
Expected life of options/warrants (in years)	2.00 - 3.00	2.00
Fair value of options/warrants granted	$3.26 (3 year option) $2.57 (2 year option)	$3.75

The expected dividend yield is based on historical and projected dividend yields. The Company estimates expected volatility based primarily on historical daily price changes of the Company's stock equal to the expected life of the option. The risk free interest rate is based on the U.S. Treasury yield in effect at the time of the grant. The expected option term is the number of years the Company estimates the options will be outstanding prior to exercise based on employment termination behavior.

Information regarding the Company's stock options and warrants is summarized below:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term
Outstanding at February 28, 2007	1,784,652	$ 12.97	
Granted	275,000	10.90	
Exercised	(407,200)	7.69	
Forfeited/expired	(5,000)	13.54	
Outstanding at August 31, 2007	1,647,452	13.97	2.0
Exercisable at August 31, 2007	1,475,785	$ 14.29	3.5

At August 31, 2007, the Company had unrecognized compensation costs of approximately $553 related to non-vested options granted during the three and six months ended August 31, 2007. The unrecognized compensation costs related to these options will be completely recognized by the fiscal year ending February 28, 2008. At August 31, 2006, the Company had no unrecognized compensation cost as all stock options were fully vested.

(3) Discontinued Operations

The net income (loss) from discontinued operations for the three and six months ended August 31, 2007 and 2006 is primarily due to legal settlements and related legal and administrative costs associated with contingencies pertaining to the Company's discontinued Cellular business (see Note 15). The following is a summary of the results of discontinued operations:

	Three Months Ended August 31,		Six Months Ended August 31,	
	2007	2006	2007	2006
Net sales from discontinued operations	$ --	$ --	$ --	$ --
Income (loss) from discontinued operations before income taxes	$ --	$ (409)	$3,248	$ (738)
Income tax expense (benefit)	--	(87)	1,137	(156)
Net income (loss) from discontinued operations	$ --	$ (322)	$2,111	$ (582)

(4) Net Income Per Common Share

Basic net income per common share is based upon the weighted-average common shares outstanding during the period. Diluted net income per common share reflects the potential dilution that would occur if common stock equivalent securities or other contracts to issue common stock were exercised or converted into common stock.

There are no reconciling items which impact the numerator of basic and diluted net income per common share. A reconciliation between the denominator of basic and diluted net income per common share is as follows:

	Three Months Ended August 31, 2007	Three Months Ended August 31, 2006	Six Months Ended August 31, 2007	Six Months Ended August 31, 2006
Weighted-average common shares outstanding	22,931,487	22,430,598	22,853,269	22,399,973
Effect of dilutive securities: Stock options and warrants	4,830	--	38,446	187,557
Weighted-average common shares and potential common shares outstanding	22,936,317	22,430,598	22,891,715	22,587,530

Stock options totaling 1,446,419 and 2,098,913 for the three months ended August 31, 2007 and 2006, respectively, and 1,223,210 and 1,307,952 for the six months ended August 31, 2007 and 2006, respectively, were not included in the net income (loss) per diluted share calculation because the exercise price of these options and warrants was greater than the average market price of the Company's common stock during these periods or because these options and warrants were anti-dilutive.

(5) Accumulated Other Comprehensive Income (Loss)

Accumulated other comprehensive income (loss) of $45 and $(1,320) at August 31, 2007 and February 28, 2007, respectively, includes the net accumulated unrealized loss on the Company's available-for-sale investment securities of $1,553 and $1,561 at August 31, 2007 and February 28, 2007, respectively, and foreign currency translation gains of $1,598 and $241 at August 31, 2007 and February 28, 2007, respectively. The Company's total comprehensive income (loss) was as follows:

	Three Months Ended August 31, 2007	Three Months Ended August 31, 2006	Six Months Ended August 31, 2007	Six Months Ended August 31, 2006
Net income (loss)	$ 3,730	$(1,955)	$ 5,963	$ (433)
Other comprehensive income (loss) :				
Foreign currency translation adjustments	472	(88)	1,357	880
Unrealized holding gain (loss) on available- for-sale investment securities arising during the period, net of tax	17	(2,004)	8	(2,395)
Other comprehensive income (loss), net of tax	489	(2,092)	1,365	(1,515)
Total comprehensive income (loss)	$ 4,219	$(4,047)	$ 7,328	$(1,948)

The changes in the net unrealized holding gain (loss) on available-for-sale investment securities arising during the periods presented above are net of tax (expense) benefits of $(10) and $1,228 for the three months ended August 31, 2007 and 2006, respectively and $(5) and $1,468 for the six months ended August 31, 2007 and 2006, respectively.

Audiovox Corporation and Subsidiaries Notes to Consolidated Financial Statements, continued August 31, 2007 (6) Supplemental Cash Flow Information/Changes in Stockholders' Equity --- The following is supplemental information relating to the consolidated statements of cash flows: Six Months Ended August 31, --------------------- 2007 2006 -------- -------- Cash paid during the period: Interest (excluding bank charges) .... $1,251 $ 929 Income taxes (net of refunds) .... $ 600 $ 53 Non-Cash Transactions --------------------- During the six months ended August 31, 2007 and 2006, the Company recorded a non-cash compensation (benefit) charge of $(747) and $150, respectively, related to the rights under a call/put option previously granted to certain employees. The benefit recorded during the six months ended August 31, 2007, was primarily due to a $998 reduction in the call/put liability calculation as a result of the Oehlbach acquisition (see Note 7). In addition, the Company recorded a non-cash stock based compensation and warrant expense of $333 and $38 during the six months ended August 31, 2007 and 2006, respectively, related to the grant of options and warrants to other employees, directors and certain outside service providers (see Note 2). Changes in Stockholders' Equity ------------------------------- During the six months ended August 31, 2007, 407,200 stock options were exercised yielding proceeds of $3,130 to the Company. In addition, the Company recorded a $1,019 increase to paid in capital as a result of the tax benefit realized upon exercise of stock options during the six months ended August 31, 2007. As a result of the implementation of FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes ("FIN 48"), an adjustment of $133 was recorded to decrease the beginning balance of retained earnings at March 1, 2007 in connection with a cumulative effect of a change in accounting principle (see Note 10). (7) Business Acquisitions --------------------- Thomson Accessories ------------------- On January 29, 2007, the Company acquired Thomson's Americas consumer electronics accessory business as well as rights to the RCA, Recoton, Spikemaster, Ambico and Discwasher brands for consumer electronics accessories for $60,427. As part of the acquisition price, the Company agreed to pay Thomson a 0.75% fee related to future net sales of the RCA brand for five years from the date of acquisition. This fee amounted to $219 for the six months ended August 31, 2007, respectively and has been preliminarily allocated to intangible assets (see Note 8). The results of operations of this acquisition have been included in the consolidated financial statements from the date of acquisition. The purpose of this acquisition was to enhance the Company's market share in the accessory business, which includes rights to the RCA brand and other brand names.

Audiovox Corporation and Subsidiaries Notes to Consolidated Financial Statements, continued August 31, 2007 The following summarizes the preliminary allocation of the purchase price to the fair value of the assets acquired and liabilities assumed at the date of acquisition: Assets acquired: Inventory .... $31,664 Prepaid expenses and other current assets .... 2,312 Tradename .... 46,735 ------- Total assets acquired .... $80,711 ------- Liabilities assumed: Accounts payable .... $17,489 Accrued expenses and other liabilities .... 2,795 ------- Total liabilities assumed .... $20,284 ------- ------- Cash paid .... $60,427 ======= The allocation of the purchase price to assets and liabilities assumed is preliminary (see Note 8). Oehlbach -------- On March 1, 2007, Audiovox German Holdings GmbH completed the stock acquisition of Oehlbach Kabel GmbH ("Oehlbach"), a European market leader in the accessories field. As consideration for Oehlbach, the Company paid the following: Purchase Price (net of cash acquired) .... $6,411 Acquisition related costs .... 146 Total Purchase Price .... $6,557 In addition, a contingent payment may be due by the Company if certain earnings targets are generated by Oehlbach for a period of three years after the acquisition date (March 1, 2010). The earnings target calculation requires that if the accumulated Oehlbach operating income, including or excluding certain items exceeds 3,290 Euros over the cumulative three year period, the Company is liable to pay the excess of the operating income amount (as defined in the purchase agreement) over 3,290 Euros but not to exceed 1,000 Euros. As of August 31, 2007, no amount has been accrued for the contingency payment as the earnings target was not reached. The results of operations of this acquisition have been included in the consolidated financial statements from the date of acquisition. The purpose of this acquisition was to expand the Company's accessory product lines to European Markets. 13

Audiovox Corporation and Subsidiaries Notes to Consolidated Financial Statements, continued August 31, 2007 The following summarizes the preliminary allocation of the purchase price to the fair value of the assets acquired and liabilities assumed at the date of acquisition: Assets acquired: Accounts receivable, net .... $ 2,215 Inventory .... 1,939 Prepaid expenses and other current assets .... 60 Property, plant and equipment .... 337 Goodwill .... 6,688 ------- Total assets acquired .... $11,239 ------- Liabilities assumed: Accounts payable .... $ 601 Accrued expenses and other liabilities .... 2,383 Income taxes payable .... 891 Long-term debt .... 807 ------- Total liabilities assumed .... $ 4,682 ------- Cash paid .... $ 6,557 ======= The allocation of the purchase price to assets and liabilities assumed is preliminary (see Note 8). Incaar ------ On August 14, 2007, Audiovox German Holdings GmbH completed the acquisition of certain assets and the business of Incaar Limited ("Incaar"), an OEM business in Europe. As consideration for Incaar, the Company paid the following: Purchase Price .... $350 Acquisition related costs .... 52 Total Purchase Price .... $402 In addition, a contingent payment may be due by the Company if certain earnings targets are generated by Incaar for a period of two years after the acquisition date (August 14, 2009). The earnings target calculation requires that if the accumulated Incaar pre-tax income, including or excluding certain items, exceeds 1,055 Euros over the cumulative two year period, the Company is liable to pay the additional earn-out payment of $400, as defined in the purchase agreement. As of August 31, 2007, no amount has been accrued for the contingency payment as the earnings target was not reached. The results of operations of this acquisition have been included in the consolidated financial statements from the date of acquisition. The purpose of this acquisition is to add the experience, concepts and product development of an OEM business in Europe. The following summarizes the allocation of the purchase price to the fair value of the assets acquired at the date of acquisition: Assets acquired: Patent .... $402 Liabilities assumed .... -- ---- Cash paid .... $402 ==== The allocation of the purchase price to the assets acquired is preliminary (see Note 8).

Audiovox Corporation and Subsidiaries Notes to Consolidated Financial Statements, continued August 31, 2007 The following unaudited pro-forma financial information for the three and six months ended August 31, 2006 represents the combined results of the Company's operations as if the Incaar, Oehlbach and Thomson acquisitions occurred on March 1, 2006. The acquisition of Incaar did not have a material affect on the combined results of the Company for the three and six months ended August 31, 2007. The unaudited pro-forma financial information does not necessarily reflect the results of operations that would have occurred had the Company constituted a single entity during such period. Three Months Ended Six Months Ended August 31, August 31, ------------------ ---------------- 2006 2006 ------------------ ---------------- Net sales .... $ 145,795 $ 305,482 Net loss .... (1,831) (188) Net loss per share-diluted .... $ (0.08) $ (0.01) (8) Goodwill and Intangible Assets ----------------------------- The change in goodwill is as follows: Balance at February 28, 2007 .... $17,514 Purchase of Oehlbach .... 6,688 ------- Balance at August 31, 2007 .... $24,202 ======= At August 31, 2007, intangible assets consisted of the following: Gross Carrying Accumulated Total Net Value Amortization Book Value -------- ------------ ---------- Patents subject to amortization .... $ 1,027 $ 297 $ 730 Trademarks/Tradenames not subject to amortization .... 57,054 -- 57,054 Contract subject to amortization (5 years) .... 1,104 607 497 ------- ------- ------- Total .... $59,185 $ 904 $58,281 ======= ======= ======= At February 28, 2007, intangible assets consisted of the following: Gross Carrying Accumulated Total Net Value Amortization Book Value -------- ------------ ----------- Patents subject to amortization .... $ 625 $ 193 $ 432 Trademarks/Tradenames not subject to amortization .... 56,835 -- 56,835 Contract subject to amortization (5 years) .... 1,104 497 607 ------- ------- ------- Total .... $58,564 $ 690 $57,874 ======= ======= ======= During the six months ended August 31, 2007, the Company made total payments of $219 primarily relating to a contingent payment of $142 and $77 for other acquisition related costs in connection with the acquired RCA brand, which has been preliminarily allocated to trademarks not subject to amortization (see Note 7). 15

Audiovox Corporation and Subsidiaries Notes to Consolidated Financial Statements, continued August 31, 2007 The Company recorded amortization expense of $111 and $102 for the three months ended August 31, 2007 and 2006, respectively and $214 and $190 for the six months ended August 31, 2007 and 2006, respectively. The estimated aggregate amortization expense for the cumulative five years ending August 31, 2012 amounts to $1,201. (9) Equity Investments ------------------ As of August 31, 2007 and February 28, 2007, the Company had a 50% non-controlling ownership interest in Audiovox Specialized Applications, Inc. ("ASA") which acts as a distributor of televisions and other automotive sound, security and accessory products for specialized vehicles, such as RV's and van conversions. The following presents summary financial information for ASA. Such summary financial information has been provided herein based upon the individual significance of ASA to the consolidated financial information of the Company. August 31, February 28, 2007 2007 ----------- ------------ Current assets .... $26,244 $23,409 Non-current assets .... 4,993 4,716 Current liabilities .... 6,155 5,420 Members' equity .... 25,082 22,705 Six Months Ended August 31, --------------------------- 2007 2006 ---------- ----------- Net sales .... $37,721 $31,109 Gross profit .... 10,596 9,339 Operating income .... 3,273 2,908 Net income .... $ 3,832 $ 3,528 The Company's share of income from ASA for the six months ended August 31, 2007 and 2006, was $1,916 and $1,764 respectively. In addition, the Company received distributions from ASA totaling $727 and $1,681 during the six months ended August 31, 2007 and 2006, respectively, which was recorded as a reduction to equity investments in the accompanying consolidated balance sheets. (10) Income Taxes ------------ Quarterly Tax Provision ----------------------- Interim period tax provisions are generally based upon an estimated annual effective tax rate per taxable entity, including evaluations of possible current and future events and transactions, and are subject to subsequent refinement or revision. When the Company is unable to estimate a part of its annual income or loss, or the related tax expense or benefit, the tax expense or benefit applicable to that item is reported in the interim period in which the income or loss occurs. A valuation allowance is provided when it is more likely than not that some portion, or all, of the deferred tax assets will not be realized. The effective tax rate from continuing operations for the three and six months ended August 31, 2007 was a provision of 30.3%, compared to a benefit of 21.0% for the three months ended August 31, 2006 and a provision of 21.0% for the six months ended August 31, 2006, respectively. The 16

Audiovox Corporation and Subsidiaries Notes to Consolidated Financial Statements, continued August 31, 2007 increase in the effective tax rate is due to lower tax exempt interest income earned on short-term investments. Accordingly, the Company's effective tax rate is less than the statutory rate.

FIN 48

In June 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109, Accounting for Income Taxes" ("FIN 48"). FIN 48 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under FIN 48, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such position should be measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods and disclosure requirements. The Company adopted the provisions of FIN 48 on March 1, 2007, which resulted in a $133 adjustment to decrease retained earnings in connection with a cumulative effect of a change in accounting principle. The amount of gross unrecognized tax benefits at August 31, 2007 was $4,310 (related to gross unrecognized tax benefits for tax positions taken during a prior period), all of which would impact the Company's effective tax rate, if recognized. The Company increased its gross unrecognized tax benefits related to unrecognized tax benefits for tax positions taken during a prior period by $139 and $278 during the three and six months ended August 31, 2007. The Company recognizes accrued interest and penalties associated with unrecognized tax benefits as part of the income tax provision. As of August 31, 2007, the Company had $721 of accrued interest and penalties in connection with unrecognized tax benefits of which $92 and $184 of interest and penalties were recognized during the three and six months ended August 31, 2007. It is possible that the amount of unrecognized tax benefits could change in the next 12 months, however, the Company does not expect the change to have a significant impact on its results of operations or financial position. The Internal Revenue Service ("IRS") is conducting an examination of the Company's U.S. federal income tax returns for the fiscal years 2004, 2005 and 2006 as part of the IRS's Compliance Assurance Process program. In addition, the Company files in numerous states and foreign jurisdictions with varying statutes of limitations.

(11) Accrued Sales Incentives

A summary of the activity with respect to sales incentives is provided below:

	Three Months Ended August 31,		Six Months Ended August 31,	
	2007	2006	2007	2006
Opening balance	$ 10,438	$ 6,945	$ 7,410	$ 8,512
Accruals	7,368	3,182	15,082 *	6,183
Payments and credits	(6,228)	(2,466)	(9,551)	(6,026)
Reversals for unearned sales incentive	(58)	(72)	(405)	(701)
Reversals for unclaimed sales incentives	(117)	(184)	(1,133)	(563)
Ending balance	$ 11,403	$ 7,405	$ 11,403	$ 7,405

* Includes $325 of sales incentives acquired from the Oehlbach acquisition (see Note 7).

Audiovox Corporation and Subsidiaries Notes to Consolidated Financial Statements, continued August 31, 2007 (12) Product Warranties and Product Repair Costs --- The following table provides a summary of the activity with respect to product warranties and product repair costs: Three Months Ended Six Months Ended August 31, August 31, ------------------------ ------------------------ 2007 2006 2007 2006 --------- ---------- ---------- ---------- Opening balance .... $ 9,324 $ 9,023 $ 9,586 $ 9,947 Liabilities accrued for warranties issued during the period .... 2,477 1,773 5,168 3,155 Warranty claims paid during the period .... (1,728) (2,220) (4,681) (4,526) -------- -------- -------- -------- Ending balance .... $ 10,073 $ 8,576 $ 10,073 $ 8,576 ======== ======== ======== ======== (13) Financing Arrangements --------------------- The Company has the following financing arrangements: August 31, February 28, 2007 2007 ---------- ----------- Bank Obligations Domestic bank obligations (a) .... $ -- $ -- Venezuela bank obligations (b) .... -- -- Euro Asset-Based lending obligation (c) ...... 3,296 2,890 ------ ------ Total bank obligations .... $3,296 $2,890 ====== ====== Debt Euro term loan agreement (d) .... $4,868 $5,461 Oehlbach (e) .... $ 821 -- Other (f) .... 791 1,493 ------ ------ Total debt .... $6,480 $6,954 ====== ====== (a) Domestic Bank Obligations ------------------------ At August 31, 2007, the Company has an unsecured credit line to fund the temporary short-term working capital needs of the domestic operations. This line expires on November 30, 2007, is renewable on a periodic basis and allows aggregate borrowings of up to $25,000 at an interest rate of Prime (or similar designations) plus 1%. As of August 31, 2007 and February 28, 2007, no direct amounts are outstanding under this agreement. At August 31, 2007, the Company had $5,311 in commercial and standby letters of credit outstanding, which reduces the amount available under the unsecured credit line. (b) Venezuela Bank Obligations ------------------------- In October 2005, Audiovox Venezuela entered into a credit facility borrowing arrangement which allows for principal borrowings up to $1,000 plus accrued interest. The facility requires minimum monthly interest payments at an annual interest rate of 13% until the expiration of the facility on February 14, 2008. Audiovox Corporation has secured this facility with a $1,200 standby letter of credit. At August 31, 2007 and February 28, 2007, no amounts were outstanding under this agreement.

Audiovox Corporation and Subsidiaries Notes to Consolidated Financial Statements, continued August 31, 2007 (c) Euro Asset-Based Lending Obligation ----------------------------------- The Company has a 16,000 Euro accounts receivable factoring arrangement and a 6,000 Euro Asset-Based Lending ("ABL") (finished goods inventory and non factored accounts receivable) credit facility for the Company's subsidiary, Audiovox Germany, which expires on October 25, 2007 and is renewable on an annual basis. Selected accounts receivable are purchased from the Company on a non-recourse basis at 85% of face value and payment of the remaining 15% upon receipt from the customer of the balance of the receivable purchased. In respect of the ABL credit facility, selected finished goods are advanced at a 60% rate and non factored accounts receivables are advanced at a 50% rate. The rate of interest is the three month Euribor plus 2.5%, and the Company pays 0.4% of its gross sales as a fee for the accounts receivable factoring arrangement. As of August 31, 2007, the amount of accounts receivable and finished goods available for factoring exceeded the amounts outstanding under this obligation. (d) Euro Term Loan Agreement ------------------------ On September 2, 2003, Audiovox Germany borrowed 12 million Euros under a new term loan agreement. This agreement was for a 5-year term loan with a financial institution consisting of two tranches. Tranche A is for 9 million Euros and Tranche B is for 3 million Euros. Tranche B has been fully repaid. Payments under Tranche A are due in monthly installments and interest accrues at 2.75% over the Euribor rate. During September 2007, the Company repaid in full the amount outstanding under the Tranche A term loan using the Company's available cash on hand at the time. Accordingly, the Company has been released from its 3 million Euro guarantee under this loan as well as the pledge of stock, brands and trademarks of Audiovox Germany. (e) Oehlbach -------- In connection with the Oehlbach acquisition (see Note 7), the Company acquired short and long term debt payable to various third parties. The interest rate on the debt ranges from 4.2% to 6.1% and is payable from May 2008 to March 2011. (f) Other Debt ---------- This amount represents a call/put option owed to certain employees of Audiovox Germany. (14) Other Income ------------ Other income is comprised of the following: Three Months Ended Six Months Ended August 31, August 31, ---------------------------- ------------------------------ 2007 2006 2007 2006 ----------- ------------ ------------- ------------ Interest income .... $ 1,146 $ 1,696 $ 2,557 $ 3,284 Rental income .... 138 138 276 276 Miscellaneous .... (123) (46) (205) 149 ------- ------- ------- ------- Total-Other, net .... $ 1,161 $ 1,788 $ 2,628 $ 3,709 ======= ======= ======= =======

Audiovox Corporation and Subsidiaries Notes to Consolidated Financial Statements, continued August 31, 2007 (15) Contingencies and Derivative Settlement --------------------------------------- Contingencies ------------- The Company is currently, and has in the past been, a party to various routine legal proceedings incident to the ordinary course of business. If management determines, based on the underlying facts and circumstances, that it is probable a loss will result from a litigation contingency and the amount of the loss can be reasonably estimated, the estimated loss is accrued for. The Company believes there has been no material change to the matters disclosed in Note 17 of the Company's Form 10-K for the fiscal year ended February 28, 2007, however, due to the uncertainty of these matters, the Company disclosed the following: Certain consolidated class actions transferred to a Multi-District Litigation Panel of the United States District Court of the District of Maryland against the Company and other suppliers, manufacturers and distributors of hand-held wireless telephones alleging damages relating to exposure to radio frequency radiation from hand-held wireless telephones are still pending. No assurances regarding the outcome of this matter can be given, as the Company is unable to assess the degree of probability of an unfavorable outcome or estimated loss or liability, if any. Accordingly, no estimated loss has been recorded for the aforementioned case. The products the Company sells are continually changing as a result of improved technology. As a result, although the Company and its suppliers attempt to avoid infringing known proprietary rights, the Company may be subject to legal proceedings and claims for alleged infringement by its suppliers or distributors, of third party patents, trade secrets, trademarks or copyrights. Any claims relating to the infringement of third-party proprietary rights, even if not meritorious, could result in costly litigation, divert management's attention and resources, or require the Company to either enter into royalty or license agreements which are not advantageous to the Company or pay material amounts of damages. Under the asset purchase agreement for the sale of the Company's Cellular business to UTSI, the Company agreed to indemnify UTSI for any breach or violation by Audiovox Accessories Corporation and its representations, warranties and covenants contained in the asset purchase agreement and for other matters, subject to certain limitations. Significant indemnification claims by UTSI could have a material adverse effect on the Company's financial condition and results of operation. The Company is not aware of any such claim(s) for indemnification. Derivative Settlement --------------------- In November 2004, several purported double derivative, derivative and class actions were filed in the Court of Chancery of the State of Delaware, New Castle County challenging approximately $27,000 made in payments from the proceeds of the sale of the Company's cellular business. These actions were subsequently consolidated into a single derivative complaint (the "Complaint"), In re Audiovox Corporation Derivative Litigation. This matter was settled in May 2007 and received final Chancery court approval in June 2007. As a result of the settlement, the Company received $6,750 in gross proceeds. The gross proceeds were offset by $2,378 in plaintiff legal fees and $1,023 in accrued legal and administrative costs for defending all remaining ACC legal claims. The items discussed above resulted in a pre-tax benefit of $3,349 recorded in discontinued operations for the six months ended August 31, 2007. (16) Recent Accounting Pronouncements -------------------------------- In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS 157"). SFAS 157 defines fair value, establishes guidelines for measuring fair value and expands disclosures regarding fair value measurement. SFAS 157 does not require any new fair value measurements, but rather eliminates inconsistencies in guidance found in other accounting pronouncements. SFAS 157 is effective for fiscal years beginning after November 15, 2007. The transition adjustment of the difference between the 20

Audiovox Corporation and Subsidiaries Notes to Consolidated Financial Statements, continued August 31, 2007 carrying amounts and the fair values of those financial instruments should be recognized as a cumulative effect adjustment to retained earnings as of the beginning of the year of adoption. The Company is currently evaluating the impact of SFAS 157, but does not expect the adoption of this pronouncement to have a material impact on the Company's financial position or results of operations. In February 2007, the FASB released SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities" ("SFAS 159") to provide companies with an option to report selected financial assets and liabilities at fair value. The objective of SFAS 159 is to reduce both the complexity in accounting for financial instruments and the volatility in earnings caused by measuring related assets and liabilities differently. SFAS 159 is effective for fiscal years beginning after November 15, 2007 with early adoption permitted. The Company is currently evaluating the impact of SFAS 159, but does not expect the adoption of this pronouncement to have a material impact on the Company's financial position or results of operations. 21

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS
- --
-- OF OPERATIONS ------------- Forward-Looking Statements Certain information in this Quarterly Report on Form 10-Q would constitute forward-looking statements, including but not limited to, information relating to the future performance and financial condition of the Company, the plans and objectives of the Company's management and the Company's assumptions regarding such performance and plans that are forward-looking in nature and involve certain risks and uncertainties. Actual results could differ materially from such forward-looking information. We begin Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") with an overview of the business. This is followed by a discussion of the Critical Accounting Policies and Estimates that we believe are important to understanding the assumptions and judgments incorporated in our reported financial results. In the next section, we discuss our results of operations for the three and six months ended August 31, 2007 compared to the three and six months ended August 31, 2006. We then provide an analysis of changes in our balance sheets and cash flows, and discuss our financial commitments in the sections entitled "Liquidity and Capital Resources." We conclude this MD&A with a discussion of "Related Party Transactions" and "Recent Accounting Pronouncements". Unless specifically indicated otherwise, all amounts and percentages presented in our MD&A below are exclusive of discontinued operations and are in thousands, except for per share amounts. Business Overview Audiovox Corporation ("Audiovox", "We", "Our", "Us" or "Company") is a leading international distributor and value added service provider in the accessory, mobile and consumer electronics industries. We conduct our business through six wholly-owned subsidiaries: American Radio Corp., Audiovox Electronics Corporation ("AEC"), Audiovox Accessories Corp. ("AAC"), Audiovox German Holdings GmbH ("Audiovox Germany"), Audiovox Venezuela, C.A and Code Systems, Inc. ("Code"). We market our products under the Audiovox(R) brand name and other brand names, such as Acoustic Research(R), Advent(R), Ambico(R), Car Link(R), Chapman(R), Code-Alarm(R), Discwasher(R), Heco(R), Jensen(R), Mac Audio(R), Magnate(R), Movies 2 Go(R), Phase Linear(R), Prestige(R), Pursuit(R), RCA Accessories(R), Recoton(R), Road Gear(R), Spikemaster(R) and Terk(R), as well as private labels through a large domestic and international distribution network. We also function as an OEM ("Original Equipment Manufacturer") supplier to several customers and presently have one reportable segment (the "Electronics Group"), which is organized by product category. We have recently integrated and continue to integrate the following acquisitions, discussed below, into our existing business structure: In August 2007, Audiovox German Holdings GmbH completed the acquisition of certain assets of Incaar Limited, a U.K. business that specializes in rear seat electronics systems, for a total purchase price of $402, in addition to a maximum contingent earn out payment of $400, if certain earnings targets are met. The purpose of this acquisition was to add the experience, concepts and product development of an Original Equipment Manufacturer ("OEM") business throughout Europe. In March 2007, Audiovox German Holdings GmbH completed the stock acquisition of Oehlbach, a European market leader in the accessories field, for 22

a total purchase price of $6,557, in addition to a contingent earn out payment, not to exceed 1 million euros. The purpose of this acquisition was to expand our electronics accessory product lines to European markets. In January 2007, we completed the acquisition of certain assets and liabilities of Thomson's Americas consumer electronics accessory business for a total purchase price of approximately $60,427 plus a five year fee related to the RCA brand in connection with future sales. The purpose of this acquisition was to enhance our market share in the accessory business, which includes the rights to the RCA Accessories brand for consumer electronics accessories as well as the Recoton, Spikemaster, Ambico and Discwasher brands for use on any product category and the Jensen, Advent, Acoustic Research and Road Gear brands for consumer electronics accessories. We continue to monitor economic and industry conditions in order to evaluate potential synergistic business acquisitions that would allow us to leverage overhead, penetrate new markets or expand our existing business distribution. Effective March 1, 2007, the Company reported "accessories" as a separate product group due to the Thomson and Oehlbach acquisitions. In addition, the Company's former mobile and consumer product categories are now combined and recorded in the "Electronics" product group. As such, certain reclassifications have been made to prior year amounts as the Company currently reports sales data for the following two product categories: Electronics products include: o mobile multi-media video products, including in-dash, overhead, headrest and portable mobile video systems, o autosound products including radios, speakers, amplifiers and CD changers, o satellite radios including plug and play models and direct connect models, o automotive security and remote start systems, o automotive power accessories, o car to car portable navigation systems, o rear observation and collision avoidance systems, o Liquid Crystal Display ("LCD") and Plasma flat panel televisions, o home and portable stereos, o two-way radios, o digital multi-media products such as personal video recorders and MP3 products, o home speaker systems and home theater in a box, and o portable DVD players. Accessories products include: o High-Definition Television ("HDTV") Antennas, o Wireless Fidelity ("WiFi") Antennas, o High-Definition Multimedia Interface ("HDMI") accessories, o home electronic accessories such as cabling, o other connectivity products, o power cords, o performance enhancing electronics, o TV universal remotes, o flat panel TV mounting systems, o iPod specialized products, and o wireless headphones.

We believe our product groups have expanding market opportunities with certain levels of volatility related to both domestic and international new car sales, increased competition by manufacturers, technological advancements, discretionary consumer spending and general economic conditions. Also, all of our products are subject to price fluctuations which could affect the carrying value of inventories and gross margins in the future.

Reportable Segments

We have determined that we operate in one reportable segment, the Electronics Group, based on review of Statement of Financial Accounting Standards ("SFAS") No. 131, "Disclosures about Segments of an Enterprise and Related Information". The characteristics of our operations that are relied on in making and reviewing business decisions include the similarities in our products, the commonality of our customers across multiple brands, our unified marketing strategy, and the nature of the financial information used by our Executive Officers. Management reviews the financial results of the Company based on the performance of the Electronics Group.

Critical Accounting Policies and Estimates

As disclosed in our Form 10-K for the fiscal year ended February 28, 2007, the discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in conformity with accounting principles generally accepted in the United States of America. The preparation of these financial statements require us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses reported in those financial statements. These judgments can be subjective and complex, and consequently, actual results could differ from those estimates. Our most critical accounting policies and estimates relate to revenue recognition; sales incentives; accounts receivable; inventory, goodwill and other intangible assets; warranties, stock-based compensation and income taxes. Since February 28, 2007, there have been no changes in our critical accounting policies or changes to the assumptions and estimates related to them, except for the accounting for uncertain tax positions, which is further discussed in footnote 10. Income Taxes, included in this Form 10-Q, for the three and six months ended August 31, 2007.

Results of Operations

As you read this discussion and analysis, refer to the accompanying consolidated statements of operations, which present the results of our operations for the three and six months ended August 31, 2007 and 2006. We analyze and explain the differences between periods based on the specific line items of the consolidated statements of operations.

Three months ended August 31, 2007 compared to the three months ended August 31, 2006

Continuing Operations

The following tables set forth, for the periods indicated, certain statement of operations data for the three months ended August 31, 2007 and 2006.

Net Sales

Three Months Ended August 31,	2007	2006	$ Change	% Change
Electronics	$107,263	$ 94,164	$ 13,099	13.9%
Accessories	41,006	3,260	37,746	1,157.9
Total net sales	$148,269	$ 97,424	$ 50,845	52.2%

Electronics sales, which represented 72.3% of net sales for the three months ended August 31, 2007, increased by 13.9% or $13,099 primarily due to a $14,738 increase in audio sales as a result of improved sales in the Jensen Mobile, Phase Linear and Satellite radio product lines and increases in the Code Alarm lines. In addition, we experienced increased sales related to our international operations in Germany and Venezuela. The above increases were partially offset by reduced consumer electronics sales of approximately $4,467 as a result of shortages of LCD panels that affected sales in LCD TV's, portable DVD's and digital picture frames, and a $6,969 decline in other mobile electronics sales due to a decline in certain OEM programs, and lower demand in mobile video and the security and remote start business. Accessories sales, which represented 27.7% of net sales for the three months ended August 31, 2007, increased over 1000% or $37,746 due to incremental sales generated from the recently acquired Thomson and Oehlbach operations. The Company expects accessory sales to continue to represent a higher percentage of total net sales as compared to the prior year due to acquisitions. Sales incentive expense increased $4,267 to $7,193 for the three months ended August 31, 2007, as a result of an increase in accessories net sales which offer more sales incentive programs and a reduction in sales incentive reversals during the period. We believe the reversal of earned but unclaimed sales incentives upon the expiration of the claim period is a disciplined, rational, consistent and systematic method of reversing unclaimed sales incentives. These sales incentive programs are expected to continue and will either increase or decrease based upon competition and customer demands.

Gross Profit

	Three Months Ended August 31, 2007	2006
Gross profit	$ 28,474	$ 15,754
Gross margin percentage	19.2%	16.2%

Gross margins increased by 300 basis points from 16.2% to 19.2%. Gross margins were favorably impacted by higher margins generated from the recently acquired companies as well as improved overall margins in our core business. Gross margins were adversely impacted by increased warehouse and assembly costs as a result of incremental transition costs necessary to facilitate the newly acquired accessories companies as well as increased warranty and repair costs, freight and inventory provisions as a result of increased accessories sales.

Operating Expenses and Operating Income (Loss)

	Three Months Ended August 31, 2007	2006	$ Change	% Change
Operating Expenses:				
Selling	$ 7,910	$ 6,451	$ 1,459	22.6%
General and administrative	14,506	11,708	2,798	23.9
Engineering and technical support	2,148	1,765	383	21.7
Operating expenses	24,564	19,924	4,640	23.3
Operating income (loss)	$ 3,910	$ (4,170)	$ 8,080	193.8%

Operating expenses increased $4,640 or 23.3% for the three months ended August 31, 2007, as compared to the prior year. As a percentage of net sales, operating expenses decreased to 16.6% for the three months ended August 31, 2007, from 20.5% in the prior year due to higher sales and better controls over our fixed costs. The increase in total operating expenses in actual dollars is due to the incremental costs related to the recently acquired Thomson, Oehlbach and Incaar operations, which had total operating expenses of $5,015 for the three months ended August 31, 2007. Selling expenses increased $1,459 or 22.6% due to $2,170 of selling expenses during the three months ended August 31, 2007 for the recently acquired operations of Thomson, Oehlbach and Incaar, as well as increases in the cost of travel and share-based compensation expense. These increases were partially offset by a decrease in advertising and trade show expenses due to a decline in the budgeted amounts for general and print media advertising in fiscal 2008. General and administrative expenses increased $2,798 or 23.9% due to:

- o $2,369 of expenses during the three months ended August 31, 2007 for the recently acquired operations of Thomson and Oehlbach,
- o $470 increase in executive bonuses as a result of the Company meeting certain earnings targets,
- o $204 increase in depreciation and amortization due to an increase in capital expenditures as a result of acquisitions and investments in new systems,
- o $259 increase in a non-cash stock-based compensation expense due to the granting of options and warrants to employees and other service providers during the period, and
- o $311 increase in the cost of the Company's medical plan as a result of an increase in the usage of the plan.

The above increases were partially offset by a $465 decline in professional fees due to reduced audit fees, legal and consulting costs. Engineering and technical support expenses increased $383 or 21.7% due to $453 of expenses during the three months ended August 31, 2007 for the recently acquired operations of Thomson, Oehlbach and Incaar, and an increase in domestic direct labor and related payroll benefits as a result of fiscal wage increases.

Other Income (Expense)

	Three Months Ended August 31, 2007	2006	$ Change	% Change
Interest and bank charges	$ (697)	$ (502)	$ (195)	38.8%
Equity in income of equity investees	975	816	159	19.5
Other, net	1,161	1,788	(627)	(35.1)
Total other income, net	$ 1,439	$ 2,102	$ (663)	(31.5)%

Interest and bank charges increased as a result of the assumption of additional debt in connection with the acquisition of Oehlbach as well as increased working capital needs of our domestic and foreign subsidiaries. Interest and bank charges represent expenses for debt and bank obligations of Audiovox Corporation, Audiovox Germany and Venezuela and interest for a capital lease. Other income decreased due to a decline in interest income as a result of a decline in short-term investment holdings due to cash utilized for acquisitions as well as current working capital needs.

Income Tax Provision (Benefit)

The effective tax rate for the three months ended August 31, 2007 was a provision of 30.3% compared to a benefit of 21.0% in the prior period. The increase in the effective tax rate is due to lower tax exempt interest income earned on our short-term investments. Accordingly, our effective tax rate is less than the statutory rate.

Loss from Discontinued Operations

The following is a summary of financial results included within discontinued operations:

	Three Months Ended August 31,	
	2007	2006
Net sales from discontinued operations	$ --	$ --
Loss from discontinued operations before income taxes	$ --	$(409)
Income tax benefit	--	87
Net loss from discontinued operations	$ --	$(322)

Net loss from discontinued operations for the three months ended August 31, 2006 is primarily due to legal and related costs pertaining to contingencies associated with our discontinued Cellular business.

Net Income (Loss)

The following table sets forth, for the periods indicated, selected statement of operations data beginning with operating income (loss) from continuing operations to reported net income (loss) and basic and diluted net income (loss) per common share.

	Three Months Ended August 31,	
	2007	2006
Operating income (loss)	$ 3,910	$(4,170)
Other income, net	1,439	2,102
Income (loss) from continuing operations before income taxes	5,349	(2,068)
Income tax (expense) benefit	(1,619)	435
Net income (loss) from continuing operations	3,730	(1,633)
Net loss from discontinuing operations, net of tax	--	(322)
Net income (loss)	$ 3,730	$(1,955)
Net income (loss) per common share: Basic	$ 0.16	$ (0.09)
Diluted	$ 0.16	$ (0.09)

Net income for the three months ended August 31, 2007 was $3,730 compared to a net loss of $1,955 in the prior year. Income per share for the three months ended August 31, 2007 was $0.16 (diluted) as compared to a loss per share of $0.09 (diluted) for the prior year. Net income was favorably impacted by sales incentive reversals of $175 ($122 after taxes) and $256 ($202 after taxes) for the three months ended August 31, 2007 and 2006, respectively.

Six months ended August 31, 2007 as compared to the six months ended August 31, 2006

Continuing Operations

The following tables set forth, for the periods indicated, certain statement of operations data for the six months ended August 31, 2007 and 2006.

Net Sales Six Months Ended August 31, ----------------------------- $ % 2007 2006 Change Change ---------- ---------- --------- --------- Electronics .... $202,247 $201,520 $ 727 0.4% Accessories .... 74,275 7,203 67,072 931.2 -------- -------- -------- ----- Total net sales .... $276,522 $208,723 $ 67,799 32.5% ======== ======== ======== ===== Electronics sales, which represented 73.1% of net sales, increased by 0.4% or $727 primarily due to a $21,890 increase in audio sales as a result of improved sales in the Jensen Mobile, Phase Linear and Satellite radio product lines as well as increases in the Code Alarm lines, and a $4,688 increase in sales in our international operations in Germany and Venezuela. The above increases were partially offset by reduced consumer electronics sales of approximately $16,081 as a result of shortages of LCD panels that affected sales in LCD TV's, portable DVD's and digital picture frames, and a $13,992 decline in other mobile electronics sales due to a decline in certain OEM programs, and lower demand in mobile video and the security and remote start business. Accessories sales, which represented 26.9% of net sales for the six months ended August 31, 2007, increased over 900% or $67,072 due to incremental sales generated from the recently acquired Thomson and Oehlbach operations. The Company expects accessories sales to continue to represent a higher percentage of total net sales as compared to the prior year due to acquisitions. Sales incentive expense increased $8,300 to $13,219 for the six months ended August 31, 2007 as a result of a general increase in sales, specifically an increase in accessories net sales which offer more sales incentive programs, which is partially offset by a $274 increase in reversals during the period. The increase in reversals is primarily due to a $570 increase in reversals of unclaimed sales incentives upon the expiration of the claim period. We believe the reversal of earned but unclaimed sales incentives upon the expiration of the claim period is a disciplined, rational, consistent and systematic method of reversing unclaimed sales incentives. These sales incentive programs are expected to continue and will either increase or decrease based upon competition and customer demands. Gross Profit 2007 2006 ------------ ----------- Gross profit .... $ 51,663 $ 35,853 Gross margin percentage .... 18.7% 17.2% Gross margins increased by 150 basis points from 17.2% to 18.7% for the six months ended August 31, 2007 as compared to the prior period. Gross margins were favorably impacted by higher margins generated from the recently acquired companies as well as improved overall margins in our core business and improved buying programs and inventory management. Gross margins were adversely impacted by increased warehouse and assembly costs as a result of incremental transition costs necessary to facilitate the newly acquired accessories companies as well as increased warranty and repair costs, freight and inventory provisions as a result of increased accessories sales. In addition, reversals of sales incentive expense favorably impacted gross margins by 0.6% during the six months ended August 31, 2007 and 2006, respectively.

Operating Expenses and Operating Income (Loss)

	Six Months Ended August 31,			
	2007	2006	$ Change	% Change
Operating Expenses:				
Selling	$ 16,706	$ 13,512	$ 3,194	23.6%
General and administrative	28,205	23,033	5,172	22.5
Engineering and technical support	4,410	3,530	880	24.9
Operating expenses	49,321	40,075	9,246	23.1
Operating income (loss)	$ 2,342	$ (4,222)	$ 6,564	155.5%

Operating expenses increased $9,246 or 23.1%, for the six months ended August 31, 2007, as compared to 2006. As a percentage of net sales, operating expenses decreased to 17.8% for the six months ended August 31, 2007, from 19.2% in 2006 due to higher sales and better controls over fixed costs. The increase in total operating expenses in actual dollars is due to the incremental costs related to the recently acquired Thomson, Oehlbach and Incaar operations, which had total operating expenses of $10,526 for the six months ended August 31, 2007. Selling expenses increased $3,194 or 23.6% primarily due to $4,385 of selling expenses during the six months ended August 31, 2007 for the recently acquired operations of Thomson, Oehlbach and Incaar, an increase in the cost of travel and an increase in commission expense as a result of increases in commissionable sales and salesmen salaries. These increases were partially offset by a decline in consumer print media advertisements. General and administrative expenses increased $5,172 or 22.5% due to the following: o $5,080 of expenses during the six months ended August 31, 2007 for the recently acquired operations of Thomson and Oehlbach, o $470 increase to executive bonuses as a result of the Company meeting certain earnings targets, o $392 increase in depreciation and amortization due to an increase in capital expenditures as a result of acquisitions and investments in new systems, o $259 increase in a non-cash stock-based compensation expense due to the granting of options and warrants to employees and other service providers during the period, and o $468 increase in the cost of the Company's medical plan as a result of an increase in the usage of the plan. The above increases were partially offset by a $568 decrease in professional fees due to a reduction in audit fees, legal costs and consulting costs, and a $747 benefit relating to a reduction in the call/put option liability calculation previously granted to certain employees as a result of the Oehlbach acquisition. Engineering and technical support expenses increased $880 or 24.9% due to $836 of expenses during the six months ended August 31, 2007 for the recently acquired operations of Thomson, Oehlbach and Incaar and an increase in domestic direct labor and related payroll benefits as a result of wage increases.

Other Income (Expense)

	Six Months Ended August 31,			
	2007	2006	$ Change	% Change
Interest and bank charges	$(1,364)	$(1,062)	$ (302)	28.4 %
Equity in income of equity investees	1,916	1,764	152	8.6
Other, net	2,628	3,709	(1,081)	(29.1)
Total other income, net	$ 3,180	$ 4,411	$(1,231)	(27.9)%

Interest and bank charges increased as a result of the assumption of additional debt in connection with the acquisition of Oehlbach as well as increased working capital needs of our domestic and foreign subsidiaries. Interest and bank charges represent expenses for debt and bank obligations of Audiovox Corporation, Audiovox Germany and Venezuela and interest for a capital lease. Equity in income of equity investees increased due to increased equity income of Audiovox Specialized Applications, Inc. ("ASA") as a result of increased sales and gross margins in the Jensen Audio and Voyager product lines. Other income decreased due to a decline in interest income as a result of a decline in short-term investment holdings due to cash utilized for acquisitions as well as current working capital needs.

Income Tax Provision

The effective tax rate for the six months ended August 31, 2007, was a provision of 30.3% compared to a provision of 21.0% in the prior period. The increase in the effective tax rate is due to lower tax exempt interest income earned on our short-term investments. Accordingly, our effective tax rate is less than the statutory rate.

Income (loss) from Discontinued Operations

The following is a summary of financial results included within discontinued operations:

	Six Months Ended August 31,	
	2007	2006
Net sales from discontinued operations	$ --	$ --
Income (loss) from discontinued operations before income taxes	$3,248	$ (738)
Income tax expense (benefit)	1,137	(156)
Net income (loss) from discontinued operations	$2,111	$ (582)

The loss from discontinued operations for the six months ended August 31, 2006 is primarily due to legal and related costs associated with contingencies pertaining to our discontinued Cellular business. The increase in income from discontinued operations for the six months ended August 31, 2007 is due to a derivative legal settlement which resulted in pre-tax income of $3,349, net of legal fees and other administrative costs of $3,401 (see Note 15 of Notes to the Consolidated Financial Statements).

Net Income (Loss) The following table sets forth, for the periods indicated, selected statement of operations data beginning with operating income (loss) from continuing operations to reported net income (loss) and basic and diluted net income (loss) per common share:

	Six Months Ended August 31,	
	2007	2006
Operating income (loss)	$ 2,342	$(4,222)
Other income, net	3,180	4,411
Income from continuing operations before income taxes	5,522	189
Income tax expense	(1,670)	(40)
Net income from continuing operations	3,852	149
Net income (loss) from discontinuing operations, net of tax	2,111	(582)
Net income (loss)	$ 5,963	$ (433)
Net income (loss) per common share:		
Basic	$ 0.26	$ (0.02)
Diluted	$ 0.26	$ (0.02)

Net income for the six months ended August 31, 2007 was $5,963 compared to a net loss of $433 during the comparable period in 2006. Income per share for the six months ended August 31, 2007 was $0.26 (diluted) as compared to net loss per share of $0.02 (diluted) for the same period in 2006. Net income was favorably impacted by sales incentive reversals of $1,538 ($1,073 after taxes) and $1,264 ($999 after taxes) for the six months ended August 31, 2007 and 2006, respectively, and pre-tax income of $3,248 ($2,111 after taxes) recorded in discontinued operations for the six months ended August 31, 2007.

Liquidity and Capital Resources

Cash Flows, Commitments and Obligations

As of August 31, 2007, we had working capital of $305,372, which includes cash and short-term investments of $83,858 compared with working capital of $305,960 at February 28, 2007, which included cash and short-term investments of $156,345. The decrease in short-term investments is primarily due to the acquisition of Oehlbach and Incaar, the purchase of capital expenditures as well as additional working capital needs to support current operations. We plan to utilize our current cash and short-term investments as well as collections from accounts receivable to fund the current operations of the business. However, we may utilize all or a portion of our current capital resources to pursue other business opportunities, including acquisitions. Operating activities used cash of $64,339 for the six months ended August 31, 2007 compared to cash provided of $7,829 in 2006. Net income from continuing operations for the six months ended August 31, 2007 was $3,852 compared to $149 in the prior year. The increase in cash used by operating activities as compared to the prior year was primarily due to an increase in accounts receivable and inventory balances. The following significant fluctuations in the balance sheet accounts impacted cash flows from operations:

o Cash flows from operating activities for the six months ended August 31, 2007 were impacted by an increase in accounts receivable and receivables from vendors primarily due to increased sales and the timing of collections. Accounts receivable turnover approximated 5.3 during the six months ended August 31, 2007 compared to 4.9 in the prior year.

o Cash flows from operations were impacted by an increase in inventory due to increased purchases for future sales projections during the holiday selling season. Inventory turnover approximated 3.7 during the six months ended August 31, 2007 compared to 3.5 in the prior year. o In addition, cash flows from operating activities for the six months ended August 31, 2007 were unfavorably impacted by a decrease in accounts payable and accrued expenses due to the timing of payments. The timing of payments made can fluctuate and are often impacted by the timing of inventory purchases, operating expenses and the amount of inventory on hand. Investing activities provided cash of $57,901 during the six months ended August 31, 2007, primarily due to the sales (net of purchases) of short-term investments partially offset by the Oehlbach and Incaar acquisitions and purchases of property, plant and equipment. Investing activities used cash of $11,755 during the six months ended August 31, 2006, primarily due to purchase (net of sales) of short-term investments. Financing activities provided cash of $2,147 during the six months ended August 31, 2007, primarily from the exercise of stock options partially offset by the purchase of treasury stock. Financing activities for the six months ended August 31, 2006 used cash of $3,423, primarily from the purchase of treasury stock and payment of bank obligations and debt. As of August 31, 2007, we have a domestic credit line to fund the temporary short-term working capital needs of the Company. This line expires on November 30, 2007 and allows aggregate borrowings of up to $25,000 at an interest rate of Prime (or similar designations) plus 1%. In addition, Audiovox Germany has a 16,000 Euro accounts receivable factoring arrangement and a 6,000 Euro Asset-Based Lending ("ABL") credit facility and Audiovox Venezuela has a $1,000 credit facility borrowing arrangement with an interest rate of 13%. Certain contractual cash obligations and other commercial commitments will impact our short and long-term liquidity. At August 31, 2007, such obligations and commitments are as follows:

	Payments Due by Period				
Contractual Cash Obligations	Total	Less than 1 Year	1-3 Years	4-5 Years	After 5 Years
Capital lease obligation (1)	$ 11,710	$ 521	$ 1,043	$ 1,082	$ 9,064
Operating leases (2)	19,583	3,138	4,554	3,295	8,596
Total contractual cash obligations	$ 31,293	$ 3,659	$ 5,597	$ 4,377	$ 17,660

	Amount of Commitment Expiration per period				
Other Commercial Commitments	Total Amounts Committed	Less than 1 Year	1-3 Years	4-5 Years	After 5 years
Bank obligations (3)	$ 3,296	$ 3,296	$ --	$ --	$ --
Stand-by letters of credit (4)	3,045	3,045	--	--	--
Commercial letters of credit (4)	2,266	2,266	--	--	--
Debt (5)	6,480	1,653	3,954	873	--
Unconditional purchase obligations (6)	125,549	125,549	--	--	--
Total commercial commitments	$140,636	$135,809	$ 3,954	$ 873	$ --

1. Represents total payments (interest and principal) due under a capital lease obligation, which has a current (included in other current liabilities) and long term principal balance of $67 and $5,643, respectively at August 31, 2007. 2. We enter into operating leases in the normal course of business. 3. Represents amounts outstanding under the Audiovox Germany factoring agreement at August 31, 2007. 4. Commercial letters of credit are issued during the ordinary course of business through major domestic banks as requested by certain suppliers. We also issue standby letters of credit to secure certain bank obligations and insurance requirements. 5. Represents amounts outstanding under a loan agreement for Audiovox Germany. This amount also includes amounts due under a call-put option with certain employees of Audiovox Germany. During September 2007, the Company paid the outstanding balance of the Germany term loan (approximately $4,868) in full with current cash balances. 6. Open purchase obligations represent inventory commitments. These obligations are not recorded in the consolidated financial statements until these commitments are fulfilled and such obligations are subject to change based on negotiations with manufacturers. We regularly review our cash funding requirements and attempt to meet those requirements through a combination of cash on hand, cash provided by operations, available borrowings under bank lines of credit and possible future public or private debt and/or equity offerings. At times, we evaluate possible acquisitions of, or investments in, businesses that are complementary to ours, which transactions may require the use of cash. We believe that our cash, other liquid assets, operating cash flows, credit arrangements, access to equity capital markets, taken together, provides adequate resources to fund ongoing operating expenditures. In the event that they do not, we may require additional funds in the future to support our working capital requirements or for other purposes and may seek to raise such additional funds through the sale of public or private equity and/or debt financings as well as from other sources. No assurance can be given that additional financing will be available in the future or that if available, such financing will be obtainable on terms favorable when required. Off-Balance Sheet Arrangements - ------------------------------ We do not maintain any off-balance sheet arrangements, transactions, obligations or other relationships with unconsolidated entities that would be expected to have a material current or future effect upon our financial condition or results of operations. Related Party Transactions - -------------------------- During 1998, we entered into a 30-year capital lease for a building with our principal stockholder and chairman, which was the headquarters of the discontinued Cellular operation. Payments on the capital lease were based upon the construction costs of the building and the then-current interest rates. The current effective interest rate on the capital lease obligation is 8%. On November 1, 2004, we entered into an agreement to sublease the building to UTStarcom for monthly payments of $46 until November 1, 2009. We also lease another facility from our principal stockholder which expires on November 30, 2016. Total lease payments required under all related party leases for the five-year period ending August 31, 2012 are $6,126. Recent Accounting Pronouncements - ------------------------------- In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS 157"). SFAS 157 defines fair value, establishes guidelines for measuring fair value and expands disclosures regarding fair value measurement. SFAS 157 does not require any new fair value measurements, but rather eliminates

inconsistencies in guidance found in other accounting pronouncements. SFAS 157 is effective for fiscal years beginning after November 15, 2007. The transition adjustment of the difference between the carrying amounts and the fair values of those financial instruments should be recognized as a cumulative effect adjustment to retained earnings as of the beginning of the year of adoption. The Company is currently evaluating the impact of SFAS 157, but does not expect the adoption of this pronouncement to have a material impact on the Company's financial position or results of operations. In February 2007, the FASB released SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities" ("SFAS 159") to provide companies with an option to report selected financial assets and liabilities at fair value. The objective of SFAS 159 is to reduce both the complexity in accounting for financial instruments and the volatility in earnings caused by measuring related assets and liabilities differently. SFAS 159 is effective for fiscal years beginning after November 15, 2007 with early adoption permitted. The Company is currently evaluating the impact of SFAS 159, but does not expect the adoption of this pronouncement to have a material impact on the Company's financial position or results of operations.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK - ----------- --- There has been no significant change in our market risk sensitive instruments since February 28, 2007. ITEM 4. CONTROLS AND PROCEDURES - -------------------------------- Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rules 13a-15(e) and 15d-15(e) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, these disclosure controls and procedures are effective at a "reasonable assurance" level. There were no material changes in our internal control over financial reporting (as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) during the three month period ended August 31, 2007 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II - OTHER INFORMATION ITEM 1. LEGAL PROCEEDINGS - ---------------------------- See Note 15 of the Notes to the Consolidated Financial Statements in Part I, Item 1 of this Form 10-Q and Note 17 of the Form 10-K for the fiscal year ended February 28, 2007 for information regarding legal proceedings. ITEM 1A. RISK FACTORS - ---------------------- There have been no material changes from the risk factors previously disclosed in the Company's Form 10-K for the fiscal year ended February 28, 2007. ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS - --- Treasury Stock/Share Repurchase Program - -------------------------------------- In September 2000, we were authorized by the Board of Directors to repurchase up to 1,563,000 shares of Class A Common Stock in the open market under a share repurchase program (the "Program"). In July 2006, the Board of Directors authorized an additional repurchase up to 2,000,000 Class A common stock in the open market in connection with the program. As of August 31, 2007, the cumulative total of acquired shares pursuant to the program was 1,821,147 reducing the remaining authorized share repurchase balance to 1,741,853. During the six months ended August 31, 2007, we purchased 128,100 shares for $1,431,000 as outlined in the following table: Total Number Maximum of Shares Number of Purchased as Shares that Total Part of May Yet Be Number of Average Publicly Purchased Shares Price Paid Announced Under the Period Purchased Per Share Program Program (1) - -- ----------- ------------- ------------- ------------- As of February 28, 2007 .... -- $ 10.03 1,693,047 1,869,953 July 2007 purchases .... 98,200 $ 11.44 1,791,247 1,771,753 August 2007 purchases .... 29,900 $ 10.29 1,821,147 1,741,853 --------- Total purchases .... 128,100 (1) Prior to the purchases made during the six months ended August 31, 2007, we had 1,693,047 shares of treasury stock purchased as part of a publicly announced program. As of August 31, 2007, we had 1,821,147 shares of treasury stock with an average paid price per share of $10.11. ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS - -- The Annual Meeting of Stockholders of the Company was held on August 2, 2007, at the Sheraton in Smithtown, New York. Proxies for the meeting were solicited pursuant to Regulation 14 of the Act on behalf of the Board of Directors and two matters were voted on at the Annual Meeting, as follows: o The election of Class A nominee's Paul C. Kreuch, Jr., Dennis F. McManus, and Peter A. Lesser, and the election of Class A and Class B nominee's John J. Shalam, Patrick M. Lavelle, Charles M. Stoehr, and Philip Christopher as Directors of the Company until the next annual meeting.

The votes were cast for this matter as follows: FOR AGAINST/ABSTAIN ---------- - -------------- Class A - ----------------------------- Paul C. Kreuch, Jr. 19,368,254 587,967 Dennis F. McManus 19,358,753 597,468 Peter A. Lesser 19,362,476 593,745 Class A and B - ----------------------------- John J. Shalam 38,197,833 4,367,928 Patrick M. Lavelle 38,394,208 4,171,553 Charles M. Stoehr 37,799,951 4,765,810 Philip Christopher 38,237,384 4,328,377 Each nominee was elected a Director of the Company. o To ratify the appointment of Grant Thornton LLP as our independent registered public accounting firm for the fiscal year ending February 28, 2008. FOR AGAINST/ABSTAIN ---------- --------------- 42,458,448 107,313 The selection of Grant Thornton LLP as the Company's independent auditors was ratified. 37

ITEM 6. EXHIBITS - ----------------

Exhibit Number Description

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~~Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) and rule 31.1 15d-14(a) of the Securities Exchange Act of 1934 (filed herewith)~~

~~Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) and rule 31.2 15d 14(a) of the Securities Exchange Act of 1934 (filed herewith).~~

~~Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed 32.1 herewith).~~

~~Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed 32.2 herewith).~~

SIGNATURES Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. AUDIOVOX CORPORATION By: /s/Patrick M. Lavelle ------------------------ Patrick M. Lavelle President and Chief Executive Officer Dated: October 10, 2007 By: /s/Charles M. Stoehr ---------------------------- Charles M. Stoehr Senior Vice President and Chief Financial Officer 39

CERTIFICATION PURSUANT TO RULE 13a-14(a) AND RULE 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

I, Patrick M. Lavelle, President and Chief Executive Officer of Audiovox Corporation, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Audiovox Corporation (the "Company");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal controls over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the three and six months ended August 31, 2007) that has materiality affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

October 10, 2007

/s/ Patrick M. Lavelle

Patrick M. Lavelle

President and Chief Executive Officer

Exhibit 31.1

CERTIFICATION PURSUANT TO RULE 13a-14(a) AND RULE 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

I, C. Michael Stoehr, Senior Vice President and Chief Financial Officer of Audiovox Corporation, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Audiovox Corporation (the "Company");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal controls over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the three and six months ended August 31, 2007) that has materiality affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

October 10, 2007

/s/ C. Michael Stoehr

C. Michael Stoehr

Senior Vice President and
Chief Financial Officer

Exhibit 31.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Audiovox Corporation (the "Company") on Form 10-Q for the three and six months ended August 31, 2007 (the "Report") as filed with the Securities and Exchange Commission on the date hereof, I, Patrick M. Lavelle, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

October 10, 2007

/s/Patrick M. Lavelle

Patrick M. Lavelle
President and Chief Executive Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Audiovox Corporation (the "Company") on Form 10-Q for the three and six months ended August 31, 2007 (the "Report") as filed with the Securities and Exchange Commission on the date hereof, I, C. Michael Stoehr, Senior Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

October 10, 2007

/s/ C. Michael Stoehr

C. Michael Stoehr
Senior Vice President and
Chief Financial Officer

EXHIBIT 32.2