

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): July 23, 2015

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

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**0-28839**  
(Commission File Number)

**13-1964841**  
(IRS Employer Identification No.)

**180 Marcus Blvd., Hauppauge, New York**  
(Address of principal executive offices)

**11788**  
(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

### **Item 1.01 Entry into a Material Definitive Agreement.**

VOXX International Corporation (the “Company”) entered into the Fifth Amendment to the Amended and Restated Credit Agreement and Consent, which was dated as of July 17, 2015 (the “Fifth Amendment and Consent”), by and among the Company, the Borrowers, the Guarantors, the Lenders party thereto and Wells Fargo Bank, National Association, as administrative agent on behalf of the Lenders under the Credit Agreement.

Pursuant to the Fifth Amendment and Consent, the Lenders have amended certain provisions of the Credit Agreement to: add and/or amend certain definitions including the definition of a “Permitted Acquisition”; restate language with respect to the USA PATRIOT ACT, OFAC and Other Regulations; increase the amount of intercompany indebtedness; and, add language with respect to Anti-Terrorism Regulations.

The above description of the Fifth Amendment and Consent does not purport to be a complete statement of the parties’ rights and obligations under the Fifth Amendment and Consent and is qualified in its entirety by reference to the Fifth Amendment and Consent which will be filed with the Company’s Form 10-Q for the quarter ending August 31, 2015.

### **Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.**

The disclosures required by this Item 2.03 are contained in Item 1.01 above and are incorporated as if fully restated herein.

### **Item 5.07 Submission of Matters to a Vote of Security Holders.**

On July 23, 2015, the following matters were voted upon and approved by VOXX International Corporation’s (the “Company”) shareholders at the Company’s Annual Meeting of Shareholders.

- (1) The election of eight members to the Board of Directors; and,
- (2) The ratification of the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for the fiscal year ending February 29, 2016.

## **1. Election of Directors**

<u>Director's Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
<b><u>Class A Directors:</u></b>			
Paul C. Kreuch, Jr.	9,721,923	6,996,423	3,533,991
Peter A. Lesser	9,931,680	6,786,666	3,533,991
Denise Gibson	15,223,672	1,494,674	3,533,991
<b><u>Class A and B Directors:</u></b>			
John J. Shalam	33,527,268	5,800,618	3,533,991
Patrick M. Lavelle	34,524,323	4,803,563	3,533,991
Charles M. Stoehr	32,427,889	6,899,997	3,533,991
Ari M. Shalam	33,464,721	5,863,165	3,533,991
Fred S. Klipsch	33,668,583	5,659,303	3,533,991

2. **Ratification of the Appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending February 29, 2016:**

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>
42,684,420	164,733	12,724

**Item 7.01 Regulation FD Disclosure**

On July 23, 2015, during the Company's Annual Meeting of Shareholders, John J. Shalam, the Company's Chairman of the Board, made remarks to the Company's shareholders and invited guests. The transcript of Mr. Shalam's remarks is attached to this Form 8-K as Exhibit 99.1.

The information furnished under Item 7.01, including Exhibit 99.1, shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be incorporated by reference into any registration statement filed under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Chairman's Remark at Shareholders Meeting (filed 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.

VOXX International Corporation (Registrant)

Date: July 27, 2015

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



John J. Shalam - Chairman of the Board

Comments at Shareholders' Meeting

Thank you Glenn. Good morning ladies and gentlemen and welcome to the VOXX International 2015 Annual Shareholders meeting. First off, I would like to congratulate our directors on the election and on behalf of all of VOXX's management and employees worldwide, I want you to know how much I appreciate all you do to make our company better. I would also like to thank Stan Glasgow for his service on the board and officially welcome Denise Gibson. If I may, a few comments about Denise and her background. She is a seasoned veteran, with over 30 years of experience in the consumer electronics and retail industry. She currently serves as the co-founder and Chair of Ice Mobility, a national provider of wireless products and supply chain logistics solutions...and previously, she was the founder, former President and CEO of Brightstar US. She was also with Motorola for 17 years and is very active in both the Consumer Electronics Association and CTIA's Wireless Foundation. I've known her for years and she truly is an asset for our Company, welcome Denise. Finally, I would like to again, congratulate Grant Thornton on their election as our auditors for another year.

So much time has passed since our Fiscal year-end in February and we have already reported our first quarter results for Fiscal '16. Since the Q1 call was only two weeks ago, I will provide just a brief update on where we stand today without covering financials. If any of you have any question on our financial performance Mike Stoehr is here to answer them.

Overall, our sales were down in both Fiscal '15 and the first Quarter of Fiscal '16. The fluctuating Euro was the single biggest factor and we also felt some weakness at retail. As Pat noted on our call, we also lost some sales opportunities as a result of the west coast port strike, though it is now behind us.

Despite the fluctuating Euro, we do expect sales this Fiscal year to increase in both U.S. and Euro denominated currency. We have a number of new products, programs and opportunities that should materialize and pave the way for organic growth in the years ahead. Again, as Pat noted, we are anticipating profitability in each of the upcoming quarters and believe the second half of the year will be stronger as a result of new products in market, and new OEM contracts in place.

Our business segments each have a number of good growth opportunities and there's renewed confidence here at VOXX.

First, in our Automotive group: We have several contracts beginning...or in the works...that will drive future performance.

- Our contract with Jaguar Land Rover for our new multi digital tuner module has begun and should generate approximately \$58 million over the next 3 years.
- Our 5-year multi-tuner contract with Daimler-Benz is expected to range between \$110 to \$180 million and begins in December of this year.
- We've also begun shipping our 4G antennas to Audi and we're in discussions with VW Audi Group to possibly expand the 4G program to other VW models.

- Earlier this month, we announced a rear-seat entertainment contract with Cadillac for their Escalade Platinum Series...that includes Klipsch IMAGE One headphones, marking the first time we'll be introducing Klipsch products to the OEM channel.
- And finally, we have two new rear-seat entertainment contracts...one with Mazda and the other with General Motors, the latter of which starts with model year 2017, and should represent new business of approximately \$20 million annually during the lifetime of the contract.

New product development in Automotive is strong as well... starting with the launch of our new M2M Gateway unit, which provides advanced communications and connectivity for heavy duty truck and equipment fleets. And as we've discussed for the past few quarters, we're now testing our solar-powered asset tracking module and have begun field trials of this asset tracker with major carriers in both the U.S. and in Europe. This technology holds a lot of potential for our Company as it's powered by solar and has an unprecedented 10-year lifespan. We maintain strong positions in the automotive aftermarket, particularly in the 12Volt categories...from our security solutions, remote starts and mobile video.

In the Premium Audio category, our new Reference Series speaker lines are gaining traction and we continue to grow placement at retail. The Klipsch and Jamo brands are well received at retail and we're growing our commercial installation business. Later this year, we'll be delivering our new Wisa Wireless 5.1 and 7.2 Home Theater Systems, a new line of Bluetooth sound bars, and, some new headphone models. We continue to rank among the top 5 suppliers across several audio categories and hold the number one position for high end Home Audio at retail within the U.S. While our sales are down, our retail placement remains strong...we're just moving several lower priced items compared to more expensive traditional 2.1 and 5.1 surround sound systems. On the other hand, our margins are improving and we do expect to see better results.

In Consumer Accessories, there's also a lot of excitement. Acoustic Research, 808 Audio, RCA, and Terk are some of our key brands and we continue to grow our retail distribution. Pat covered several of our product launches on our last call so I won't go into all of the details, but I will say, we're making significant headway in the indoor and outdoor Bluetooth speaker category and new partnerships for our 808 Audio line should help drive sales, particularly the recent alliance with Amazon.

In our newest categories...Singtrix, our high-end karaoke machine has expanded distribution...now...to include all Target stores nationwide and we will be rolling out to all Toys R Us in the US over the next few months. And, we're still on track to launch the 360Fly action camera in August with an exclusive roll-out with one of the largest U.S.-based retailers, pending finalization of an Agreement with our partner, 360Fly.

One of the most exciting new areas we have entered is biometrics. We already are at retail and expect to begin shipments of the Myris enterprise system this quarter, followed by the Eyelock perimeter access systems in our fiscal third quarter. We're all hearing about cyber-attacks, security issues within the enterprises and within facilities. Biometrics is the future and with Myris, we have the only dual retina scanner in the market. As we see it, the opportunities are endless from financial firms to government agencies, vehicle manufacturers, security manufacturers and even chip developers...all of whom are evaluating Eyelock's biometric technology.

While Hirschmann was our last acquisition in 2012, we remain active on the M&A front as I believe this is one of the key ways to grow our company and to add incremental value for our shareholders. The VOXX International of today is a far cry from the small car audio company I founded 50 years

ago and I have to admit that I am sometimes amazed by our flexibility and the willingness of our teams to embrace new technology and change. It is what makes us strong. There is no challenge that we will walk away from and I look forward to many more years of success and rewards for all of our shareholders.

Thank you for your continued support. We'll open up the meeting for questions. Glenn?

There being no questions, I now declare this meeting adjourned.

Thank you all for your interest and support of VOXX. I take this opportunity to wish all of you a good weekend and a great summer.

Thank you.