

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

FORM 10-K/A
(Amendment No. 1)

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

For the fiscal year ended February 28, 2019

Commission file number 0-28839

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

Delaware

(State or other jurisdiction of
incorporation or organization)

13-1964841

(IRS Employer Identification No.)

2351 J. Lawson Boulevard, Orlando, Florida
(Address of principal executive offices)

32824
(Zip Code)

(800) 645-7750

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	Trading Symbol:	Name of Each Exchange on which Registered
Class A Common Stock \$.01 par value	VOXX	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

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 No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

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

Yes No

The aggregate market value of the common stock held by non-affiliates of the Registrant was \$108,000,048 (based upon closing price on the Nasdaq Stock Market on August 31, 2018).

The number of shares outstanding of each of the registrant's classes of common stock, as of May 13, 2019 was:

Class	Outstanding
Class A common stock \$.01 par value	21,938,100
Class B common stock \$.01 par value	2,260,954

DOCUMENTS INCORPORATED BY REFERENCE

Part III - (Items 10, 11, 12, 13 and 14) Proxy Statement for Annual Meeting of Stockholders to be filed on or before June 6, 2019.

EXPLANATORY NOTE - AMENDMENT

VOXX International Corporation (the "Company") is filing this Amendment No. 1 (the "Amendment") to its Annual Report on Form 10-K for the period ended February 28, 2019, as originally filed with the Securities and Exchange Commission on May 14, 2019 (the "Original Filing"), for the sole purpose of filing Exhibit 10.1, the First Amendment to the Employment Agreement between the Company and Loriann Shelton, Senior Vice President and Chief Operating Officer of the Company (the "First Amendment"). The Company reported the First Amendment on its Form 8-K filed on January 15, 2019.

No other changes have been made to the Original Filing or any other exhibits. This Amendment speaks as of the filing date of the Original Filing and does not reflect events occurring after the original filing date or modify or update those disclosures that may be affected by subsequent events.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment No. 1 also contains new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, which are attached hereto. Paragraphs 3, 4, and 5 of the certifications have been omitted since no financial statements have been included in this Amendment No. 1 and it does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K. This Amendment No. 1 does not contain new certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, as these certifications were included as exhibits to the Original Filing.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
10.1	<u>First Amendment, dated January 10, 2019, to the Employment Agreement between the Company and Loriann Shelton, Senior Vice President and Chief Operating Officer, dated January 17, 2017 (filed herewith)</u>
31.1	<u>Certification of Principal Executive Officer Pursuant to Rule 13a-14(a) and rule 15d-14(a) of the Securities Exchange Act of 1934 (filed herewith)</u>
31.2	<u>Certification of Principal Financial Officer Pursuant to Rule 13a-14(a) and rule 15d-14(a) of the Securities Exchange Act of 1934 (filed herewith)</u>

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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

May 30, 2019

By: /s/ Patrick M. Lavelle
Patrick M. Lavelle,
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Patrick M. Lavelle Patrick M. Lavelle</u>	President; Chief Executive Officer (Principal Executive Officer) and Director	May 30, 2019
<u>/s/ Charles M. Stoehr Charles M. Stoehr</u>	Senior Vice President, Chief Financial Officer (Principal Financial and Accounting Officer) and Director	May 30, 2019
<u>/s/ John J. Shalam John J. Shalam</u>	Chairman of the Board of Directors	May 30, 2019
<u>/s/ John Adamovich, Jr. John Adamovich, Jr.</u>	Director	May 30, 2019
<u>/s/ Denise Gibson Denise Gibson</u>	Director	May 30, 2019
<u>/s/ Peter A. Lesser Peter A. Lesser</u>	Director	May 30, 2019
<u>/s/ Ari Shalam Ari Shalam</u>	Director	May 30, 2019

THIS FIRST AMENDMENT DATED JANUARY 10, 2019 TO EMPLOYMENT AGREEMENT (this “First Amendment”) dated January 12, 2017 (the “Employment Agreement”), by and between **VOXX INTERNATIONAL CORPORATION**, a Delaware corporation (“Employer”), and **LORIANN SHELTON**, an individual (the “Executive”).

RECITALS

WHEREAS, Employer desires to continue to employ Executive in the capacity of Senior Vice President/Chief Operating Officer of Employer pursuant to the terms set forth in this First Amendment.

WHEREAS, Executive desires to continue to work for Employer with the duties and responsibilities pursuant to this First Amendment.

Subject to the foregoing, the parties, intending to be legally bound, agree as follows:

1. Section 5(c)(i) of the Employment Agreement is hereby amended and restated in its entirety as follows:

(i) Termination by the Employer Without Cause or by the Executive for Good Reason. Subject to Subparagraph 5(c)(ii), if the Executive’s employment is terminated by the Employer without Cause or by the Executive for Good Reason (except in the case of Executive’s Voluntary Retirement as specifically provided below), the Employer shall pay to the Executive in accordance with the Employer’s then current payroll practices one (1) year of Base Compensation; plus any earned and unpaid Base Compensation for the period ending on termination; plus the guaranteed annual bonus and the incentive bonus prorated as of the date of termination. In the case of Executive’s Voluntarily Retirement which qualifies as an event of Good Reason, the Employer shall pay to the Executive one (1) year of Base Compensation. In addition, the Employer shall (A) pay for and continue disability insurance and health insurance benefits provided to the Executive and the Executive’s dependents immediately prior to the termination of the Executive’s employment for a period of one year, (B) in accordance with past practice, reimburse the Executive for expenses incurred in accordance with § 4; and (C) pay for and continue life insurance policy in accordance with §3(e) for a period of one year. The Executive’s entitlement to the compensation and benefits described in this subsection (i) is specifically subject to the execution and delivery by the Executive of a release agreement in form and substance reasonably acceptable to the Employer.

2. As amended and modified by this First Amendment, the Parties ratify and confirm the terms of the Employment Agreement in its entirety.

3. This First Amendment may be executed in counterparts, which when taken together shall constitute one and the same Agreement.

IN WITNESS WHEREOF, the parties have executed and delivered this First Amendment as of the date first written above.

EMPLOYER:

VOXX INTERNATIONAL CORPORATION

By: /s/ Patrick M. Lavelle
Printed: Patrick M. Lavelle
Title: Chief Executive Officer

EXECUTIVE:

/s/ Loriann Shelton
Loriann Shelton, individually

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

I, Patrick M. Lavelle, certify that:

1. I have reviewed this annual report on Form 10-K/A of VOXX International Corporation (the “Company”), and
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.

May 30, 2019

/s/Patrick M. Lavelle

Patrick M. Lavelle

President and Chief Executive Officer

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

I, Charles M. Stoehr, certify that:

1. I have reviewed this annual report on Form 10-K/A of VOXX International Corporation (the “Company”), and
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.

May 30, 2019

/s/ Charles M. Stoehr

Charles M. Stoehr

Senior Vice President and Chief Financial Officer