

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13E-4
ISSUER TENDER OFFER STATEMENT
(PURSUANT TO SECTION 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934)

AMENDMENT NO. 1

AUDIOVOX CORPORATION
(Name of Issuer)

AUDIOVOX CORPORATION
(Name of Person(s) Filing Statement)

6 1/4% Convertible Subordinated Debentures due 2001
(Title of Class of Securities)

050757-AB-9

(CUSIP Number of Class of Securities)

C. Michael Stoehr
AUDIOVOX CORPORATION
150 Marcus Blvd.
Hauppauge, NY 11788
(516) 231-7751

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

Copies to:

Stuart H. Gelfond, Esq. Fried, Frank, Harris, Shriver & Jacobson One New York Plaza New York, NY 10004 (212) 859-8000	Robert Levy, Esq. Levy & Stopol One Pennsylvania Plaza New York, NY 10119 (212) 279-7007
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October 18, 1996
(Date Tender Offer First Published, Sent or Given to Security
Holders)

CALCULATION OF FILING FEE

Transaction Valuation ¹	Amount of Filing Fee
\$49,725,000	\$9,945 *

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

// Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

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

*Previously paid.

Item 1. Security and Issuer.

(a) The issuer of the securities to which this Statement

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

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

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

(d) Not applicable.

Item 2. Source and Amount of Funds or Other Consideration.

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

(b) Not applicable.

Item 3. Purpose of the Exchange Offer and Plans or Proposals of the Issuer or Affiliate.

The information on the cover page and under the headings "Offering Summary -- The Exchange Offer" and "The Exchange Offer - -- General" in the Offering Circular

discusses the purpose of the Exchange Offer and is incorporated herein by reference. The Convertible Debentures are to be canceled upon consummation of the Exchange Offer.

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

(b) Not applicable.

(c) Not applicable.

(d) Not applicable.

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

(f) Not applicable.

(g) Not applicable.

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

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

(j) Not applicable.

Item 4. Interest in Securities of the Issuer.

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

Name	Date	Aggregate Principal Amount of Convertible Debentures	Price Per Convertible Debenture	Where and How Effected
Martin Novick	9/18/96	\$10,000	\$695	AMEX
Martin Novick	9/20/96	\$19,000	\$695	AMEX

Item 5. Contracts, Arrangements, Understandings or Relationships with Respect to the Issuer's Securities.

None.

Item 6. Persons Retained, Employed or to be Compensated.

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

Item 7. Financial Information.

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

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

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

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

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

Item 8. Additional Information.

(a) Not applicable.

(b) The Class A Common Stock issued upon exchange of Convertible Debentures will be issued by the Company in reliance on the exemption from the registration requirements of the Securities Act of 1933, as amended, provided in Section 3(a)(9)

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

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

(d) Not applicable.

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

Item 9. Material to be Filed as Exhibits.

99.(a)(i) Form of Offering Circular dated October 18, 1996. *

99.(a)(ii) Form of Letter of Transmittal along with guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9. *

99.(a)(iii) Form of Letter from the Company to Brokers, Dealers and Nominees. *

99.(a)(iv) Form of Letter from Brokers, Dealers, Commercial Banks, Trust Companies and Nominees to Clients. *

99.(a)(v) Form of Notice of Guaranteed Delivery. *

99.(a)(vi) Copies of the Report of Independent Auditors and Audited Financial Statements of the Company's 1995 Annual Report to Stockholders (which are incorporated by reference in the Company's Annual Report on Form 10-K, for the fiscal year ended November 30, 1995) constituting pages 30 through 74, inclusive. *

99.(a)(vii) Copies of unaudited balance sheets and comparative year-to-date statements of operations and cash flows and related earnings (loss) per share amounts constituting pages 3 through 20, inclusive, of the Company's Quarterly Report on Form 10-Q for the quarter ended August 31, 1996. *

99.(a)(viii) Unaudited pro forma data showing the effect of the conversion of \$65,000,000 aggregate principal amount of Convertible Debentures for the Class A Common Stock for the year ended November 30, 1995 and for the nine months ended August 31, 1996, on the Company's balance sheet, statement of operations, loss per share amounts, ratio of earnings to fixed charges and book value as of its most recent fiscal year and latest interim period (which is set forth in Exhibit 99.(a)(i) above under the heading "Pro Forma Financial Data"). *

99.(a)(ix) Press Release, dated October 17, 1996. *

* Previously filed.

99.(a)(x) Letter to holders of Convertible Debentures, dated October 18, 1996. *

99.(a)(xi) Consent of KPMG Peat Marwick LLP. *

99.(a)(xii) Supplement No. 1 to Offering Circular, dated October 30, 1996.

99.(b) Not applicable.

99.(c) None.

99.(d) None.

99.(e) Not applicable.

99.(f) None.

* Previously filed.

SIGNATURE

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

Dated: October 30 , 1996

AUDIOVOX CORPORATION

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

EXHIBIT INDEX

Number	Exhibit	Sequential Page Number
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99.(a)(x)	Letter to holders of Convertible Debentures, dated October 18, 1996.	*

* Previously filed.

99.(a)(xi) Consent of KPMG Peat Marwick LLP. *

99.(a)(xii) Supplement No. 1 to Offering Circular, dated October 30, 1996.

99.(b) Not applicable.

99.(c) None.

99.(d) None.

99.(e) Not applicable.

99.(f) None.

* Previously filed.

SUPPLEMENT NO. 1
DATED OCTOBER 30, 1996
TO THE OFFERING CIRCULAR
DATED OCTOBER 18, 1996

This Supplement No. 1 amends and supplements the Offering Circular (the "Offering Circular"), dated October 18, 1996, of Audiovox Corporation ("Audiovox" or the "Company"). The Offering Circular is in connection with the offer by the Company to exchange (the "Exchange Offer") 165 shares of the Company's Class A Common Stock, par value \$.01 per share (the "Class A Common Stock") for each \$1,000 aggregate principal amount of the Company's outstanding 6 1/4% Convertible Subordinated Debentures due 2001 (the "Convertible Debentures").

This Supplement No. 1 should be read in conjunction with the Offering Circular. Holders of the Convertible Debentures should carefully review all of the information contained in the Offering Circular and this Supplement No. 1 prior to making a decision with respect to the Exchange Offer.

Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to them in the Offering Circular.

As noted in the Offering Circular, the obligation of the Company to consummate the Exchange Offer is subject to certain conditions including, among others, approval by the shareholders of the Company at a special meeting of the shareholders (the "Special Meeting") of the issuance of the Class A Common Stock necessary to effect the Exchange Offer. The Special Meeting, tentatively scheduled to be held on November 19, 1996, will now be held at 10:00 A.M. on November 25, 1996. Accordingly, the expiration date of the Exchange Offer has been extended from 5:00 p.m. (New York City time) on November 19, 1996 to 5:00 p.m. (New York City time) on November 25, 1996. The Company may extend further the expiration date of the Exchange Offer, such extension to be followed by a public announcement in the manner specified in the Offering Circular. All of the other terms of the Exchange Offer remain unchanged and will be as set forth in the Offering Circular.

Mr. John J. Shalam, President and Chief Executive Officer of the Company, currently owns or controls approximately 74.4% of the Company's voting power. Mr. Shalam has advised the Company that he intends to vote in favor of this issuance of the Class A Common Stock to effect the Exchange Offer and, accordingly, satisfaction of the above referenced shareholder approval condition is assured.

The text of the Offering Circular is hereby amended as follows:

1. Under "Risk Factors -- Forward-Looking Statements and Associated Risk" on page 22 of the Offering Circular, the following sentence should be added to the end of the section:

THE "SAFE HARBOR" FOR FORWARD LOOKING STATEMENTS WITHIN THE MEANING OF SECTION 27A OF THE SECURITIES ACT AND SECTION 21E OF THE SECURITIES EXCHANGE ACT OF 1934 DOES NOT EXTEND TO FORWARD LOOKING STATEMENTS MADE WITH RESPECT TO A TENDER OFFER.

2. Under the heading "Exchange Offer -- Terms of the Exchange Offer" on page 24 of the Offering Circular, the following sentence should be added to the end of the third paragraph:

Any future purchases or exchanges, if any, by the Company or any affiliate of the Convertible Debentures will take place only after the expiration of at least ten business days after the termination of the Exchange Offer.

3. Under the heading "Exchange Offer -- Conditions to the Exchange Offer" on page 25 of the Offering Circular, the lead-in paragraph shall be restated as follows (changes reflected in

bold):

Notwithstanding any other provision of the Exchange Offer, the Company will not be required to accept for exchange or subject to any applicable rules or regulations of the Commission, any Convertible Debentures tendered for exchange and may postpone the exchange of any Convertible Debentures tendered and to be exchanged by it, and may terminate or amend the Exchange Offer as provided herein if any of the following conditions exist prior to the Expiration Date:

4. Under the heading "Exchange Offer -- Conditions to the Exchange Offer" on page 25 of the Offering Circular, all references in the text to "in the sole judgment of the Company" shall be revised to be "in the reasonable judgment of the Company."

5. Under the heading "Exchange Offer -- Expiration; Extension; Termination; Amendment" on page 26 of the Offering Circular, subsection (i) of the second paragraph shall be restated as follows (changes reflected in bold):

(i) to delay acceptance for exchange of any Convertible Debentures or, regardless of whether such Convertible Debentures were theretofore accepted for exchange, to delay the exchange of any Convertible Debentures pursuant to the Exchange Offer or to terminate the Exchange Offer and not accept for exchange any Convertible Debentures, if any of the conditions to the Exchange Offer specified herein fail to be satisfied prior to the Expiration Date by giving oral or written notice of such delay or termination to the Exchange Agent;

If you have any questions or should you require additional copies of this Supplement No. 1 or the Offering Circular or any of the documents that need to be executed in connection with the Exchange Offer, please contact Continental Stock Transfer & Trust Company at (212) 509-4000.