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

FORM 10-Q/A

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

For Quarter Ended August 31, 2000

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.)
150 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

Number of shares of each class of the registrant's Common Stock outstanding as of the latest practicable date.

Class	Outstanding at October 11, 2000
Class A Common Stock	20,294,538 Shares
Class B Common Stock	2,260,954 Shares

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The Company markets its products under the Audiovox brand as well as private labels through a large and diverse network both domestically and internationally. The Company operates through two marketing groups: Wireless and Electronics. The Wireless Group consists of Audiovox Communications Corp. (ACC), a 95%-owned subsidiary of Audiovox, and Quintex, which is a wholly-owned subsidiary of ACC. ACC markets wireless handsets and accessories primarily on a wholesale basis to wireless carriers in the United States and, to a lesser extent, carriers overseas. Quintex is a subsidiary for the direct sale of handsets, accessories and wireless telephone service. For the first nine months of 2000, sales through Quintex were $37,911 or 3.8 % of the Wireless Group sales. Quintex receives activation commissions and residual fees from retail sales, in addition to a monthly residual payment which is based upon a percentage of a customer's usage.

The Electronics Group consists of wholly-owned subsidiaries, Audiovox Electronics Corp. (AEC) and American Radio Corp., and three majority-owned subsidiaries, Audiovox Communications (Malaysia) Sdn. Bhd., Audiovox Holdings

(M) Sdn. Bhd. and Audiovox Venezuela, C.A. The Electronics Group markets automotive sound and security systems, electronic car accessories, home and portable sound products, FRS radios and in-vehicle video systems. Sales are made through an extensive distribution network of mass merchandisers, power retailers and others. In addition, the Company sells some of its products directly to automobile manufacturers on an OEM basis.

The Company allocates interest and certain shared expenses to the marketing groups based upon estimated usage. General expenses and other income items that are not readily allocable are not included in the results of the two marketing groups.

RESULTS OF OPERATIONS

The following table sets forth for the periods indicated certain statements of income data for the Company expressed as a percentage of net sales:

	Percentage of Net Sales			
	Three Months Ended August 31,		Nine Months Ended August 31,	
	1999	2000	1999	2000
Net sales:				
Wireless				
Wireless products	76.5%	84.1%	74.5%	81.1%
Activation commissions	1.6	1.7	2.3	1.8
Residual fees	0.3	0.1	0.4	0.1
Other	0.2	--	0.6	0.2
Total Wireless	78.7	85.8	77.8	83.2
Electronics				
Mobile electronics	9.7	7.6	11.2	8.8
Consumer electronics	3.2	2.5	2.9	2.5
Sound	8.1	3.9	7.7	5.1
Other	0.4	0.2	0.4	0.3
Total Electronics	21.3	14.2	22.2	16.8
Total net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales	88.1	90.9	88.0	90.4
Gross profit	11.9	9.1	12.0	9.6
Selling	2.8	2.2	3.6	2.7
General and administrative	3.9	2.7	4.1	3.0
Warehousing, assembly and repair	1.3	1.0	1.4	1.1
Total operating expenses	8.0	5.9	9.1	6.8
Operating income	3.9	3.2	2.9	2.8
Gain on issuance of subsidiary shares	--	--	0.5	--
Interest and bank charges	(0.3)	(0.2)	(0.4)	(0.5)
Income in equity investments, management fees and related income, net	0.1	0.1	0.2	0.2
Gain on sale of investments	--	--	0.3	0.2
Gain on hedge of available-for-sale securities	--	0.2	--	0.1
Other	(0.2)	--	--	0.1
Income before provision for income taxes	3.5	3.3	3.5	3.0
Provision for income taxes	1.3	1.2	1.4	1.1
Net income	2.2%	2.1%	2.1%	1.9%

Consolidated Results
Three months ended August 31, 1999 compared to three months ended August 31, 2000

The net sales and percentage of net sales by marketing line and product group for the three months ended August 31, 1999 and August 31, 2000 are reflected in the following table:

	Three Months Ended August 31, 1999		Three Months Ended August 31, 2000	
Net sales:				
Wireless				
Wireless products	$227,105	76.5%	$395,346	84.1%
Activation commissions	4,893	1.6	7,827	1.7
Residual fees	881	0.3	550	0.1
Other	516	0.2	--	--
Total Wireless	233,395	78.7	403,723	85.8
Electronics				
Mobile electronics	28,802	9.7	35,534	7.6
Consumer electronics	9,352	3.2	11,692	2.5
Sound	24,049	8.1	18,319	3.9
Other	1,134	0.4	1,066	0.2
Total Electronics	63,337	21.3	66,611	14.2
Total	$296,732	100.0%	$470,334	100.0%

Net sales for the third quarter of 2000 were $470,334, an increase of $173,602, or 58.5%, from 1999. The increase in net sales was in both the Wireless and Electronics Groups. Sales from our international subsidiaries increased slightly from 1999 by approximately $398 or 6.1%. Gross margins were 9.1% in 2000 compared to 11.9% in 1999. Operating expenses increased to $27,689 from $23,764, a 16.5% increase. However, as a percentage of sales, operating expenses decreased to 5.9% in 2000 from 8.0% in 1999. Operating income for 2000 was $15,058 compared to $11,515 in 1999, an increase of $3,543 or 30.8%.

Nine months ended August 31, 1999 compared to nine months ended August 31, 2000

The net sales and percentage of net sales by marketing line and product group for the nine months ended August 31, 1999 and August 31, 2000 are reflected in the following table:

	Nine Months Ended			
	August 31, 1999		August 31, 2000	
Net sales:				
Wireless				
Wireless products	$ 558,043	74.5%	$ 966,704	81.1%
Activation commissions	17,529	2.3	21,566	1.8
Residual fees	2,705	0.4	1,307	0.1
Other	4,039	0.6	2,833	0.2
Total Wireless	582,316	77.8	992,410	83.2
Electronics				
Mobile electronics	84,195	11.2	105,466	8.8
Consumer electronics	21,487	2.9	30,280	2.5
Sound	58,044	7.7	60,830	5.1
Other	3,026	0.4	3,138	0.3
Total Electronics	166,752	22.2	199,714	16.8
Total	$ 749,068	100.0%	$1,192,124	100.0%

Net sales were $1,192,124 for 2000, an increase of $443,056, or 59.1%, from 1999. The increase in net sales was in both the Wireless and Electronics Groups. Sales from our international subsidiaries increased from 1999 by approximately $1,605 or 8.9%. Gross margins were 9.6% in 2000 compared to 12.0% in 1999. Operating expenses increased to $81,597 from $68,283, a 19.5% increase. However, as a percentage of sales, operating expenses decreased to 6.8% in 2000 from 9.1% in 1999. Operating income for 2000 was $33,150 compared to $21,937 in 1999, an increase of $11,213 or 51.1%.

Wireless Results

Three months ended August 31, 1999 compared to three months ended August 31, 2000

The Wireless Group is composed of ACC and Quintex, both subsidiaries of the Company.

The following table sets forth for the periods indicated certain income statement data for the Wireless Group as expressed as a percentage of net sales:

	Three Months Ended August 31, 1999		August 31, 2000	
Net sales:				
Wireless products	$ 227,105	97.3%	$ 395,346	97.9%
Activation commissions	4,893	2.1	7,827	1.9
Residual fees	881	0.4	550	0.2
Other	516	0.2	--	--
	233,395	100.0%	403,723	100.0%
Gross profit	20,982	9.0	28,078	7.0
Total operating expenses	10,169	4.4	12,811	3.2
Operating income	10,813	4.6	15,267	3.8
Other expense	(1,338)	(0.6)	(1,190)	(0.3)
Pre-tax income	$ 9,475	4.1%	$ 14,077	3.5%

Net sales were $403,723 in the third quarter of 2000, an increase of $170,328, or 73.0%, from last year. Unit sales of wireless handsets increased by 934,000 units in 2000, or 60.8%, to approximately 2,471,000 units from 1,537,000 units in 1999. This increase was attributable to increased sales of digital handsets, partially offset by a decrease in analog handsets. The average selling price of handsets increased to $154 per unit in 2000 from $141 per unit in 1999. The number of new wireless subscriptions processed by Quintex increased 60.3% in 2000, with a corresponding increase in activation commissions of approximately $2,934 in 2000. The average commission received by Quintex per activation remained the same from 1999. Unit gross profit margins decreased to 5.5% in 2000 from 8.1% in 1999, reflecting the higher average unit cost of the newer digital phones and lower margins associated with analog handsets, partially offset by the increase in unit selling price. This also reflects the competitive nature of the wireless marketplace and the pressure of supporting various wireless carrier programs and promotions. Operating expenses increased to $12,811 from $10,169. As a percentage of net sales, however, operating expenses decreased to 3.2% during 2000 compared to 4.4% in 1999. Selling expenses increased from last year, primarily in divisional marketing and commissions. General and administrative expenses increased from 1999, primarily in salaries and temporary personnel. Warehousing and assembly expenses increased during 2000 from last year, primarily due to an increase in direct labor. Operating income for 2000 was $15,267 compared to last year's $10,813, and increase of $4,454 or 41.2%.

Nine months ended August 31, 1999 compared to nine months ended August 31, 2000

The Wireless Group is composed of ACC and Quintex, both subsidiaries of the Company.

The following table sets forth for the periods indicated certain income statement data for the Wireless Group as expressed as a percentage of net sales:

	Nine Months Ended August 31, 1999		August 31, 2000	
Net sales:				
Wireless products	$ 558,043	95.8%	$ 966,704	97.4%
Activation commissions	17,529	3.0	21,566	2.2
Residual fees	2,705	0.5	1,307	0.1
Other	4,039	0.7	2,833	0.3
	582,316	100.0%	992,410	100.0%
Gross profit	53,164	9.1	71,388	7.2
Total operating expenses	31,789	5.5	38,238	3.9
Operating income	21,375	3.7	33,150	3.3
Other expense	(3,935)	(0.7)	(6,264)	(0.6)
Pre-tax income	$ 17,440	3.0%	$ 26,886	2.7%

Net sales were $992,410 for the nine months ended August 31, 2000, an increase of $410,094, or 70.4%, from last year. Unit sales of wireless handsets increased by 2,376,000 units in 2000, or 61.8%, to approximately 6,223,000 units from 3,847,000 units in 1999. This increase was attributable to sales of digital handsets. The addition of new suppliers also provided a variety of new digital, wireless products that contributed to the sales increase. The average selling price of handsets increased to $149 per unit in 2000 from $139 per unit in 1999. The number of new wireless subscriptions processed by Quintex increased 34.8% in 2000, with a corresponding increase in activation commissions of approximately $4,038 in 2000. The average commission received by Quintex per activation decreased by approximately 8.8% in 2000 from 1999. Unit gross profit margins decreased to 5.7% in 2000 from 7.8% in 1999, reflecting the higher average unit cost of the newer portable phones, partially offset by the increase in unit selling price. This also reflects the competitive nature of the wireless marketplace and the pressure of supporting various wireless carrier programs and promotions. Operating expenses increased to $38,238 from $31,789. As a percentage of net sales, however, operating expenses decreased to 3.9% during 2000 compared to 5.5% in 1999. Selling expenses increased from last year, primarily in divisional marketing, trade show expense and commissions. General and administrative expenses increased during 2000 from 1999, primarily in salaries, temporary personnel and bad debt expenses. Warehousing and assembly expenses increased during 2000 from last year, primarily in tooling expenses and direct labor. Operating income for 2000 was $33,150 compared to last year's $21,375, an increase of $11,775 or 55.1%.

Management believes that the wireless industry is extremely competitive in both price and technology. This could affect gross margins and the carrying value of inventories in the future, particularly with the continuing shift to digital technologies from analog. As the market for digital products becomes stronger and if the market for analog phones continues to decline, the Company may be required to adjust the carrying value of its remaining analog inventory. In addition, the industry-wide shortage of certain wireless components and parts may affect our vendors' ability to provide handsets to us on a timely basis, which may result in delayed shipments to our customers.

Electronics Results
Three months ended August 31, 1999 compared to three months ended August 31, 2000

The following table sets forth for the periods indicated certain income statement data and percentage of net sales by product line for the Electronics Group:

	Three Months Ended			
	August 31, 1999		August 31, 2000	
Net sales				
Mobile electronics	$ 28,802	45.5%	$ 35,534	53.3%
Consumer electronics	9,352	14.8	11,692	17.6
Sound	24,049	38.0	18,319	27.5
Other	1,134	1.8	1,066	1.6
Total net sales	63,337	100.0	66,611	100.0
Gross profit	14,304	22.6	14,680	22.0
Total operating expenses	10,333	16.3	11,013	16.5
Operating income	3,971	6.3	3,667	5.5
Other expense	(726)	(1.1)	(140)	(0.2)
Pre-tax income	$ 3,245	5.1%	$ 3,527	5.3%

Net sales increased $3,274 compared to last year, an increase of 5.2%. Automotive sound sales decreased 23.8% from last year to $18,319, primarily in the AV product line. Mobile electronics sales increased 23.4% compared to last year to $35,534, primarily due to an increase in mobile video sales of approximately $5,989, partially offset by declines in sales of Protector Hardgoods. Consumer electronics sales also increased 25.0% from last year to $11,692 due to increased sales of FRS and home stereo products. Net sales in the Company's Malaysian subsidiary increased from last year by approximately $724 or 21.4%. The Company's Venezuelan subsidiary experienced a decrease of $154 or 5.2% in sales, from last year. Gross margins of the Electronics Group were 22.0% in 2000 and 22.6% in 1999. Operating expenses increased $680 from last year to 16.5% of sales up from last year's 16.3% of sales. Selling expenses increased from last year, primarily in divisional marketing and trade show expense. General and administrative expenses increased from 1999, primarily in salaries, payroll taxes, depreciation, and office expenses. Warehousing and assembly expenses increased from 1999, primarily in field warehousing, partially offset by a decrease in direct labor. Operating income was $3,667 compared to last year's $3,971, a decrease of $304 or 7.7%.

Nine months ended August 31, 1999 compared to nine months ended August 31, 2000

The following table sets forth for the periods indicated certain income statement data and percentage of net sales by product line for the Electronics Group:

	Nine Months Ended			
	August 31, 1999		August 31, 2000	
Net sales				
Mobile electronics	$ 84,195	50.5%	$ 105,466	52.8%
Consumer electronics	21,487	12.9	30,280	15.2
Sound	58,044	34.8	60,830	30.5
Other	3,026	1.8	3,138	1.6
Total net sales	166,752	100.0	199,714	100.0
Gross profit	37,079	22.2	43,572	21.8
Total operating expenses	27,423	16.4	31,943	16.0
Operating income	9,656	5.8	11,629	5.8
Other expense	(1,946)	(1.2)	(1,070)	(0.5)
Pre-tax income	$ 7,710	4.6%	$ 10,559	5.3%

Net sales increased $32,962 compared to last year, an increase of 19.8%. Automotive sound sales increased 4.8% from last year, primarily in AV and Prestige Audio product categories. Mobile electronics sales increased 25.3% from last year to $105,466, primarily due to an increase in mobile video sales of approximately $25,581, partially offset by declines in

Protector Hardgoods. Consumer electronics sales also increased 40.9% from last year to $30,280 due to increased sales of FRS and home stereo products. Net sales in the Company's Malaysian subsidiary increased from last year by approximately $676 or 6.4%. The Company's Venezuelan subsidiary experienced an increase of $1,132, or 16.9% in sales, over last year. Gross margins decreased to 21.8% in 2000 from 22.2% in 1999. Operating expenses increased $4,520 from last year. As a percentage of sales, however, operating expenses decreased to 16.0% from last year's 16.4%. Selling expenses increased from last year, primarily in advertising and divisional marketing. General and administrative expenses increased from 1999, primarily in occupancy costs, depreciation, salaries and office expenses. Warehousing and assembly expenses increased from 1999, primarily in tooling and field warehousing, partially offset by a decrease in direct labor. Operating income was $11,629 compared to last year's $9,656, an increase of $1,973 or 20.4%.

The Company believes that the Electronics Group has an expanding market with a certain level of volatility related to both domestic and international new car sales. Also, certain of its products are subject to price fluctuations which could affect the carrying value of inventories and gross margins in the future. The Electronics Group may also experience additional competition in the mobile video category as more competitors enter the market.

Other Income and Expense

Interest expense and bank charges increased by $166 and $2,501 for the three and nine months ended August 31, 2000, respectively, compared to the same periods last year. The increase in interest expense and bank charges is due to higher average borrowings to finance increases in inventories and accounts receivable. Equity in income of equity investments increased

$132 and $609 for the three and nine months ended August 31, 2000, respectively, compared to the same periods last year. For the nine months ended August 31, 2000, Audiovox Specialty Applications, LLC represents the majority of equity in income of equity investments.

For the nine months ended August 31, 2000, the Company exercised its option to convert Shintom debentures into shares of Shintom common stock. The Company then sold the Shintom common stock, yielding net proceeds of $12,398 and gains on the sale of investments of $1,850 for the nine months ended August 31, 2000, respectively. For the three and nine months ended August 31, 2000, the Company also sold 100,000 and 200,000 shares, respectively, of CellStar common stock, yielding net proceeds of approximately $271 and $852, and a gain, net of taxes, of approximately $70 and $333, respectively.

The Company had entered into an equity collar on September 26, 1997 to hedge some of the unrealized gains associated with its investment in CellStar and applied hedge accounting to this transaction. During 1998, the Company sold its equity collar for $1,499, which resulted in a net gain on hedge of available-for-sale securities of $929 which was reflected as a separate component of stockholders' equity. In connection with the sale of the CellStar shares, the Company recognized other income of $749 ($464 net of taxes) and $1,499 ($929 net of taxes) for the three and nine months ended August 31, 2000, respectively, representing the net gain on the hedge of the available-for-sale securities.

The Company also recorded currency translation gain of $200 during the nine months ended August 31, 2000.

Provision for Income Taxes

The effective tax rate for the three and nine months ended August 31, 2000 was 35.5% and 37.1% compared to last year's 38.3% and 39.4%. These decreases were principally due to changes in the proportion of domestic and foreign earnings, utilization of a Canadian tax loss carryforward and benefits from reduced state taxes.

LIQUIDITY AND CAPITAL RESOURCES

The Company's cash position at August 31, 2000 increased $55,059 from the November 30, 1999 level. Operating activities provided $60,630, primarily from a decrease of $24,217 in accounts receivable and an increase in accounts payable and accrued expenses of $31,425, partially offset by increases in inventory of $13,626. Accounts receivable days on hand decreased to 42 days at August 31, 2000 from 47 days at August 31, 1999. Inventory days on hand increased from 28 days last year to 33 days this year. The increase in inventory value and days on hand was primarily in the Wireless Group. The increase in accounts payable and accrued expenses is primarily due to $43,874 received from a customer as a prepayment for future product shipments (See Note 12). Investing activities provided $5,160, primarily from the sale of investment securities, partially offset by the purchase of property, plant and equipment (See Note 7). Financing activities used $10,715, primarily from repayments on the line of credit agreement, partially offset by the proceeds of the follow-on offering.

During the quarter ended May 31, 2000, the Company purchased land and a building (the Property) located in Japan for approximately $7,300 from Shintom Co., Ltd. (Shintom). The purchase of the Property was partially financed with the proceeds of subordinated loans from third parties of approximately $6,068. Concurrently with the purchase of the Property, the Company entered into a one year leaseback agreement with Shintom. The loans bear 5% interest per annum, and principle is payable in equal monthly installments over a six-month period beginning six months subsequent to the date of the loans (See Note 7).

Effective December 20, 1999, the Company amended the credit agreement to increase its maximum borrowings to $250,000. The amended and restated credit agreement contains covenants requiring, among other things, minimum quarterly and annual levels of pre-tax income and net worth. Further, the Company may not incur a pre-tax loss in excess of $1,000 for any fiscal quarter and may not incur a pre-tax loss for two consecutive fiscal quarters. In addition, the Company must maintain a net worth base amount of $175,000, plus 50% of consolidated net income for each fiscal year ending on or after November 30, 1999. Further, the Company must, at all times, maintain a debt to worth ratio of not more than 1.75 to 1. The amended and restated credit agreement includes restrictions and limitations on payments of dividends, stock repurchases and capital expenditures. The amended and restated credit agreement expires on July 28, 2004.

The Company's ability to borrow under its credit facility is conditioned on a formula that takes into account the amount and quality of its accounts receivable and inventory. The Company's obligations under the credit agreement are guaranteed by its subsidiaries and are secured by its accounts receivable and inventory.

The Company also has revolving credit facilities in Malaysia to finance additional working capital needs. The Malaysian credit facilities are partially secured by the Company under two standby letters of credit expiring August 31, 2001 and one standby letter of credit expiring January 15, 2001 and are payable upon demand or upon expiration. The obligations of the Company under the Malaysian credit facilities are secured by the property and building in Malaysia owned by Audiovox Communications Sdn. Bhd.

The Company also has revolving credit facilities in Venezuela to finance additional working capital needs. The Venezuelan credit facility is secured by the Company under a standby letter of credit which expires on May 31, 2001 and is payable upon demand or upon expiration of the standby letter of credit.

In February 2000, the Company completed a follow on offering of 3,565,000 Class A common shares at a price to the public of $45.00 per share. Of the 3,565,000 shares sold, the Company offered 2,300,000 shares and 1,265,000 shares were offered by selling shareholders. Audiovox received approximately $96,573 after deducting expenses. The Company used these net proceeds to repay a portion of amounts outstanding under their revolving credit facility, any portion of which can be reborrowed at any time. The Company did not receive any of the net proceeds from the sale of shares by the selling shareholders.

The Company believes that it has sufficient liquidity to satisfy its anticipated working capital and capital expenditure needs through November 30, 2000 and for the reasonable foreseeable future.

Recent Accounting Pronouncements

In June 1999 and June 2000, respectively, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 137, "Accounting for Derivative Instruments and Hedging Activities-Deferral of the "Effective Date of FASB Statement No. 133" and SFAS No. 138, "Accounting for Certain Derivative Instruments and Certain Hedging Activities". SFAS 137 and 138 amend SFAS 133, "Accounting for Derivative Instruments and Hedging Activities," which was issued in June 1998. SFAS 137 deferred the effective date of SFAS 133 to all fiscal quarters of fiscal years beginning after June 15, 2000.

SFAS 133 establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts and for hedging activities. It requires that an entity recognize all derivatives as either assets or liabilities in the statement of financial position and measures those instruments at fair value. Management of the Company has not yet determined the impact, if any, that the implementation of SFAS 133 will have on its financial position, results of operations or liquidity.

On December 3, 1999, the Securities and Exchange Commission (SEC) issued Staff Accounting Bulletin No. 101 - "Revenue Recognition in Financial Statements" (SAB No. 101). SAB No. 101 provides the SEC staff's views in applying generally accepted accounting principles to revenue recognition in the financial statements. SAB No. 101B delayed the implementation date for registrants to adopt the accounting guidance contained in SAB No. 101 by no later than the fourth fiscal quarter of the fiscal year beginning after December 15, 1999. Management of the Company does not believe that applying the accounting guidance of SAB No. 101 will have a material effect on its financial position or results of operations.

In May 2000, the Emerging Issues Task Force issued EITF-00-14 "Accounting for Certain Sales Incentives". The issue addresses the recognition, measurement and income statement classification for sales incentives offered voluntarily by a vendor without charge to customers that can be used in, or that are exercisable by a customer as a result of a single exchange transaction. Implementation of the EITF is by no later than the fourth fiscal quarter of the fiscal year beginning after December 15, 1999. Management has not determined the impact, if any, that applying EITF-00-14 will have on the Company's financial position or results of operations.

During the quarter ended August 31, 2000, the Company implemented FASB Interpretation No. 44, "Accounting for Certain Transactions Involving Stock Compensation", an interpretation of Accounting Principles Board Opinion No. 25 (Opinion 25). This interpretation clarifies the application of Opinion 25 for certain issues. The effects of applying this interpretation are required to be recognized on a prospective basis from July 1, 2000. Implementation of the FASB interpretation did not have an impact on the Company's financial position results of operations or liquidity.

Forward-Looking Statements

This quarterly report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Words such as "may," "believe," "estimate," "expect," "plan," "intend," "project," "anticipate," "continues," "could," "potential," "predict" and similar expressions may identify forward-looking statements. The Company has based these forward-looking statements on its current expectations and projections about future events, activities or developments. The Company's actual results could differ materially from those discussed in or implied by these forward-looking statements. Forward-looking statements include statements relating to, among other things:

- growth trends in the wireless, automotive and consumer electronic businesses
- technological and market developments in the wireless, automotive and consumer electronics businesses
- liquidity
- availability of key employees
- expansion into international markets
- the availability of new consumer electronic products

These forward-looking statements are subject to numerous risks, uncertainties and assumptions about the Company including, among other things:

- the ability to keep pace with technological advances
- significant competition in the wireless, automotive and consumer electronics businesses
- quality and consumer acceptance of newly introduced products
- the relationships with key suppliers
- the relationships with key customers
- possible increases in warranty expense
- the loss of key employees
- foreign currency risks
- political instability
- changes in U.S. federal, state and local and foreign laws
- changes in regulations and tariffs
- seasonality and cyclicality
- inventory obsolescence and availability

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/John J. Shalam

John J. Shalam
President and Chief
Executive Officer

Dated: October 17, 2000

By:s/Charles M. Stoehr

Charles M. Stoehr
Senior Vice President and
Chief Financial Officer