

SHALAM JOHN J  
Form 4  
October 19, 2012

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SHALAM JOHN J

2. Issuer Name and Ticker or Trading Symbol  
VOXX International Corp [VOXX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
180 MARCUS BLVD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/17/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

HAUPPAUGE, NY 11788

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| CLASS A COMMON STOCK            | 10/17/2012                           |  | M                              |   | 15,500 A \$ 6.37  | 1,925,693  | D                                 |
| CLASS A COMMON STOCK            | 10/17/2012                           |  | S <sup>(1)</sup>               |   | 15,500 D \$ 6.86  | 1,910,193  | D                                 |
| CLASS A COMMON STOCK            | 10/18/2012                           |  | M                              |   | 17,500 A \$ 6.37  | 1,927,693  | D                                 |
| CLASS A COMMON STOCK            | 10/18/2012                           |  | S <sup>(2)</sup>               |   | 17,500 D \$ 6.66  | 1,910,193  | D                                 |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (Right to Buy)                      | \$ 6.37  | 10/17/2012                           |  | X                              | 15,500  | 11/30/2009 11/30/2012                                    | Class A Common  | 15,500                     |
| Option (Right to Buy)                      | \$ 6.37  | 10/18/2012                           |  | X                              | 17,500  | 11/30/2009 11/30/2012                                    | Class A Common  | 17,500                     |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SHALAM JOHN J<br>180 MARCUS BLVD<br>HAUPPAUGE, NY 11788 | X             | X         |         |       |

## Signatures

/s/ John J. Shalam 10/19/2012

\*\*Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This transaction was executed pursuant to a 10b-5 trading plan in multiple trades at prices ranging from \$6.77 to \$6.99. The price reported above reflects the weighted average sale price. The reported person hereby undertakes to provide upon request to the SEC staff, VOXX or a shareholder of VOXX full information regarding the number of shares and prices at which the transaction was effected.

(2)

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This transaction was executed pursuant to a 10b-5 trading plan in multiple trades at prices ranging from \$6.52 to \$6.78. The price reported above reflects the weighted average sale price. The reported person hereby undertakes to provide upon request to the SEC staff, VOXX or a shareholder of VOXX full information regarding the number of shares and prices at which the transaction was effected.

- (3) Option to Purchase Class A Common Stock at an exercise price of \$6.37 per share with an exercise date of 11/30/09 and an expiration date of 11/30/12.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.