

EMERSON RADIO CORP  
Form NT 10-Q  
November 14, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

(Check One):     Form 10-K     Form 20-F     Form 11-K     Form 10-Q  
  
                   Form N-SAR     Form N-CSR

For Period Ended: September 30, 2012

Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR

For the Transition Period Ended:

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**  
If the notification relates to a portion of the filing checked above, identify the item(s) to which the notification relates:

**PART I    REGISTRANT INFORMATION**

**EMERSON RADIO CORP.**

Full name of Registrant

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N/A  
Former Name if Applicable

**3 University Plaza, Suite 405**  
Address of Principal Executive Office (*Street and Number*)

**Hackensack, New Jersey 07601**  
City, State and Zip Code

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**PART II RULE 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b)  The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR, or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III NARRATIVE**

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR, N-CSR, or the transition report portion thereof could not be filed within the prescribed time period.

(Attach extra sheets if needed.)

Emerson Radio Corp. (the Registrant), located in New Jersey, is unable to file its quarterly report on Form 10-Q for the period ended September 30, 2012 (the Form 10-Q), within the time period prescribed for such report without unreasonable effort or expense. The delay in filing is principally attributable to delays caused by the effects of Hurricane Sandy and the subsequent Nor'easter. The Registrant anticipates that it will file its Form 10-Q no later than fifth calendar day following the prescribed filing date or such later date as may be permitted by the Securities and Exchange Commission.

**PART IV OTHER INFORMATION**

- (1) Name and telephone number of person to contact in regard to this notification

**Andrew Davis, Chief Financial Officer**  
(Name)

**973**  
(Area Code)

**428-2036**  
(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes  No
- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes  No

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If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

**Anticipated Results of Operations.** The below information contains preliminary, unaudited information about the Registrant's results of operations for the quarterly period ended September 30, 2012. This information is preliminary in nature and is subject to change in connection with the completion of the Registrant's Form 10-Q.

The Registrant expects to report net revenues for the quarter ended September 30, 2012 of approximately \$34.7 million, as compared to \$41.4 million for the quarter ended September 30, 2011, a decrease of \$6.7 million, or 16.1%, driven by approximately a (1) \$5.9 million decline in net sales of houseware products, which was the result of lower sales of all product offerings within the category and (2) \$1.9 million decline in net sales of audio products, which was the result of lower sales of all product offerings within the category, partially offset by an approximate \$1.2 million increase in licensing revenue. Operating income for the quarter ended September 30, 2012 is expected to be approximately \$2.2 million, as compared to operating income of \$1.7 million for the quarter ended September 30, 2011, due to the higher year-over-year licensing revenue, lower year-over-year landed product cost as a percent of selling price and lower year-over-year SG&A expenses, primarily due to decreased compensation and consulting costs and legal fees, partially offset by an impairment write-down in September 2012 of a non-strategic trademark. The Registrant expects to report net income for the quarter ended September 30, 2012 of approximately \$1.9 million, as compared to \$1.8 million for the quarter ended September 30, 2011, and diluted earnings per share for the quarter ended September 30, 2012 of approximately \$0.07, as compared to \$0.06 for quarter ended September 30, 2011.

The Registrant expects to report net revenues for the six-month period ended September 30, 2012 of approximately \$80.7 million, as compared to \$92.9 million for the six-month period ended September 30, 2011, a decrease of \$12.2 million, or 13.1%, driven by approximately a (1) \$9.5 million decline in net sales of houseware products, which was the result of lower sales of all product offerings within the category and (2) \$3.6 million decline in net sales of audio products, which was the result of lower sales of all product offerings within the category, partially offset by an approximate \$1.0 million increase in licensing revenue. Operating income for the six-month period ended September 30, 2012 is expected to be approximately \$6.6 million, as compared to operating income of \$5.5 million for the six-month period ended September 30, 2011, due lower year-over-year landed product cost as a percent of selling price, the higher year-over-year licensing revenue and lower year-over-year SG&A expenses, primarily due to decreased compensation and consulting costs, partially offset by an impairment write-down in September 2012 of a non-strategic trademark. The Registrant expects to report net income for the six-month period ended September 30, 2012 of approximately \$5.8 million, as compared to \$5.1 million for the six-month period ended September 30, 2011, and diluted earnings per share for the six-month period ended September 30, 2012 of approximately \$0.21, as compared to \$0.19 for the six-month period ended September 30, 2011.

**Disclosure Regarding Forward-Looking Statements.** This Form 12b-25 contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements typically are identified by use of terms such as may, will, should, plan, expect, anticipate, estimate and similar words, although some forward-looking statements are expressed differently. Forward-looking statements represent our management's judgment regarding future events. Although the Registrant believes that the expectations reflected in such forward-looking statements are reasonable, the Registrant can give no assurance that such expectations will prove to be correct. All statements other than statements of historical fact included in this Form 12b-25 are forward-looking statements. The Registrant cannot guarantee the accuracy of the forward-looking statements, and you should be aware that the Registrant's actual results could differ materially from those contained in the forward-looking statements due to a number of factors, including the statements under Risk Factors contained in the Registrant's reports filed with the Securities and Exchange Commission.

### EMERSON RADIO CORP.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: November 14, 2012

By: /s/ Andrew Davis  
Andrew Davis  
Chief Financial Officer

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**INSTRUCTION:** The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.