

EMERSON RADIO CORP  
Form 8-K  
March 25, 2019

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

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): March 20, 2019**

**EMERSON RADIO CORP.**

**(Exact Name of Registrant as Specified in Charter)**

|   |  |   |
|---|--|---|
| <b>Delaware</b><br><b>(State Or Other</b> | <b>001-07731</b><br><b>(Commission</b> | <b>22-3285224</b><br><b>(IRS Employer</b> |
| <b>Jurisdiction Of Incorporation)</b>     | <b>File Number)</b>                    | <b>Identification No.)</b>                |

**35 Waterview Blvd., Parsippany, NJ**  
**(Address of Principal Executive Offices)**

**07054**  
**(Zip Code)**

**Registrant's telephone number, including area code: (973) 428-2000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))  
Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Emerson Radio Corp. (the Company) held its annual meeting of stockholders for the fiscal year ended March 31, 2018 (the Annual Meeting) on March 21, 2019, at 10:00 a.m., Hong Kong time (March 20, 2019, at 10:00 p.m., Eastern Daylight Time). At the Annual Meeting, 20,203,798 shares of the Company's common stock were represented either in person or by proxy, which is equal to 95.99% of the Company's outstanding common stock as of the February 11, 2019, record date.

The following proposals, each of which is described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on February 22, 2019, were before the meeting, and they received the following votes:

*Proposal 1: Election of Directors* According to the final voting results, all director nominees were elected. The number of votes for, withheld and all shares as to which brokers indicated that they did not have authority to vote with respect to each director nominee were as follows:

| Nominee         | Votes For  | Votes Withheld | Broker Non-Votes |
|-----------------|------------|----------------|------------------|
| Christopher Ho  | 15,604,651 | 2,213,800      | 2,385,347        |
| Duncan Hon      | 15,611,626 | 2,206,825      | 2,385,347        |
| Michael Binney  | 15,572,517 | 2,245,934      | 2,385,347        |
| Kareem E. Sethi | 17,177,692 | 640,759        | 2,385,347        |
| Kin Yuen        | 17,231,328 | 587,123        | 2,385,347        |

*Proposal 2: Ratification of the Appointment of MSPC Certified Public Accountants and Advisors, a Professional Corporation, as the independent registered public accountants of the Company for the fiscal year ending March 31, 2019* The final number of votes cast for, against or abstaining and broker non-votes were as follows:

| Votes For  | Votes Against | Votes Abstained | Broker Non-Votes |
|------------|---------------|-----------------|------------------|
| 20,025,264 | 151,362       | 27,172          | 0                |

*Proposal 3: Approval, on an Advisory Basis, of the Compensation of the Named Executive Officers of the Company for the fiscal year ended March 31, 2018, as set forth in the proxy statement* The final number of votes cast for, against or abstaining and broker non-votes were as follows:

| Votes For  | Votes Against | Votes Abstained | Broker Non-Votes |
|------------|---------------|-----------------|------------------|
| 17,409,345 | 387,689       | 21,417          | 2,385,347        |

*Proposal 4: Approval, on an Advisory Basis, of the Frequency of Future Advisory Votes to Approve the Compensation of the Named Executive Officers of the Company* The final number of votes cast for each of one year, two years, three years or abstaining and broker non-votes were as follows:

| One Year  | Two Years | Three Years | Votes Abstained | Broker Non-Votes |
|-----------|-----------|-------------|-----------------|------------------|
| 1,598,693 | 20,328    | 16,173,335  | 26,095          | 2,385,347        |

Consistent with a majority of the advisory votes cast and the recommendation of the Company's Board of Directors, the Company will continue to hold a stockholder advisory vote on the compensation of the Company's named executive officers every three years until the next vote on the frequency of such advisory votes.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**EMERSON RADIO CORP.**

By: /s/ Duncan Hon  
Name: Duncan Hon  
Title: Chief Executive Officer

Dated: March 25, 2019