

UNIVERSAL ELECTRONICS INC  
 Form 4  
 February 09, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 HUGHES LOUIS SYLVESTER

2. Issuer Name and Ticker or Trading Symbol  
 UNIVERSAL ELECTRONICS INC [UEIC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/08/2017

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

201 EAST SANDPOINTE, 8TH FLOOR

(Street)

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

SANTA ANA, CA 92707-6708

(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3)                              | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                  |                 |              |                            |
|--|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|--------------|----------------------------|
|  |  |                      | Code            | V   | (A)              | (D)              | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
| Restricted Stock Units <sup>(1)</sup>            | \$ 0                                     | 02/08/2017           | A               |   | 4,785            |                  | <u>(1)</u>       | <u>(1)</u>      | Common Stock | 4,785                      |
| Employee Stock Option (Rt to Buy) <sup>(2)</sup> | \$ 62.7 <sup>(3)</sup>                   | 02/08/2017           | A               |   | 15,300           |                  | 02/08/2018       | 02/08/2024      | Common Stock | 15,300                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HUGHES LOUIS SYLVESTER<br>201 EAST SANDPOINTE<br>8TH FLOOR<br>SANTA ANA, CA 92707-6708 |               |           | COO     |       |

## Signatures

/s/Louis S. Hughes by Natalie Cernosek, pursuant to Limited Power of Attorney dated January 14, 2015(attached) 02/09/2017

\_\_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).
- Restricted Stock Grant was approved by the Compensation Committee of the Board of Directors on January 19, 2017 and ratified and
- (1) approved by the Board of Directors on February 8, 2017, and granted on February 8, 2017 and will vest over a 3 year vesting schedule of 33.33% on February 8, 2018, and 8.33% quarterly thereafter.
  - (2) Employee Stock Option Grant was approved by the Compensation Committee of the Board of Directors on January 19, 2017 and ratified and approved by the Board of Directors on February 8, 2017, and granted on February 8, 2017 and will vest over a 3 year vesting schedule of 33.33% on February 8, 2018, and 8.33% quarterly thereafter. These Stock Options have a 7 year life.
  - (3) Exercise Price determined in accordance with the terms of the Company's applicable Stock Incentive Plan.

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.