

EMERSON RADIO CORP

Form 8-K

February 13, 2009

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**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): February 12, 2009**

**EMERSON RADIO CORP.**

(Exact Name of Registrant as Specified in Charter)

Delaware

001-07731

22-3285224

(State Or Other  
Jurisdiction Of  
Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

9 Entin Road, Parsippany, New Jersey

07054

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (973) 884-5800

Not Applicable

(Former Address, if changed since Last Report) (Zip Code)

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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 12, 2009, the Board of Directors (the Board) of Emerson Radio Corp. (the Company) named Duncan Hon as a director of the Company. Mr. Hon, age 48, currently serves as Chief Executive Officer of the Branded Distribution Division of The Grande Holdings Limited, a Hong Kong based group of companies engaged in a number of businesses including the manufacture, sale and distribution of audio, video and other consumer electronics and video products (Grande). Grande currently holds approximately 57.6% of the outstanding shares of common stock of the Company. Mr. Hon also has served as a director of Grande and several of its subsidiaries, and brings experience in finance, China trade and manufacturing. He also is a member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants.

There is no arrangement or understanding between Mr. Hon and any other person pursuant to which Mr. Hon was appointed as a director of the Company. Mr. Hon will be eligible to participate in all non-management director compensation plans or arrangements available to the Company's other non-management directors.

A copy of the press release announcing the appointment of Mr. Hon as a director of the Company is attached to this Current Report on Form 8-K as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 99.1 Press Release dated February 13, 2009.

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**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/ Greenfield Pitts  
Name: Greenfield Pitts  
Title: Chief Financial Officer

Dated: February 13, 2009