

UNIVERSAL ELECTRONICS INC

Form 4

August 15, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ARLING PAUL D

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)
201 EAST SANDPOINTE, 8TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
08/12/2016

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

(Street)
SANTA ANA, CA 92707-6708

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/12/2016		M	(A) or (D) Amount 1,654 (1)	\$ 0 167,751	D	
Common Stock	08/12/2016		F	(A) or (D) Amount 863 (2)	\$ 76.405 166,888	D	
Common Stock	08/12/2016		M	(A) or (D) Amount 1,017 (4)	\$ 0 167,905	D	
Common Stock	08/12/2016		F	(A) or (D) Amount 530 (2)	\$ 76.405 167,375	D	

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Common Stock 1,000 I By Spouse

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 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)		8. Pr Deriv Secu (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	(5)	08/12/2016		M		1,654		(6)	(6)	Common Stock	1,654	\$
Restricted Stock Unit	(5)	08/12/2016		M		1,017		(6)	(6)	Common Stock	1,017	\$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ARLING PAUL D 201 EAST SANDPOINTE 8TH FLOOR SANTA ANA, CA 92707-6708	X CEO

Signatures

/s/Paul D. Arling, by Richard A. Firehammer, Jr., pursuant to Limited Power of Attorney dated January 22, 2003 (attached)

08/15/2016

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).

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- (1) Stock issued pursuant to Restricted Stock Grant approved by the Compensation Committee of the Board of Directors on December 4, 2013 and ratified by the Board of Directors on February 12-13, 2014.
- (2) This transaction represents a withholding of shares to cover taxes applicable to a vesting of RSUs also reported on this Form 4.
- (3) Price determined in accordance with the terms of the Company's applicable Stock Incentive Plan.
- (4) Stock issued pursuant to Restricted Stock Grant approved by the Compensation Committee of the Board of Directors on January 16, 2015 and ratified by the Board of Directors on February 11-12, 2015.
- (5) Each restricted stock unit represents a contingent right to receive one share of UEI common stock.
- (6) The restricted stock units vest in accordance with the vesting schedule of each RSU Grant.

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

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