

UNIVERSAL ELECTRONICS INC
 Form 4
 December 20, 2016

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

OMB APPROVAL
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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

 (Last) (First) (Middle)
 201 EAST SANDPOINTE, 8TH FLOOR

 (Street)
 SANTA ANA, CA 92707-6708

 (City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 12/19/2016

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 COO

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 12/19/2016 | | M | | 2,700 ⁽¹⁾ | A | \$ 0 |
| Common Stock | 12/19/2016 | | F | | 1,014 ⁽²⁾ | D | \$ 66.875 ⁽³⁾ |
| Common Stock | 12/19/2016 | | M | | 1,350 ⁽⁴⁾ | A | \$ 0 |
| Common Stock | 12/19/2016 | | F | | 633 ⁽²⁾ | D | \$ 66.875 ⁽⁵⁾ |

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

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(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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Unit | (6) | 12/19/2016 | | M | 2,700 | (7) (7) | Common Stock | 2,700 |
| Restricted Stock Units | (6) | 12/19/2016 | | M | 1,350 | (8) (8) | Common Stock | 1,350 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HUGHES LOUIS SYLVESTER 201 EAST SANDPOINTE 8TH FLOOR 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)

12/20/2016

__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).
- (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 December 11, 2013.
- (2) This transaction represents a withholding of shares to cover taxes applicable to a vesting of RSUs also reported on this Form 4.

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- (3) Price determined in accordance with the 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 December 11, 2013.
- (4) Stock issued pursuant to Restricted Stock Grant approved by the Compensation Committee of the Board of Directors on December 5, 2014 and ratified by the Board of Directors on December 10, 2014.
- (5) Price determined in accordance with the Restricted Stock Grant approved by the Compensation Committee of the Board of Directors on December 5, 2014 and ratified by the Board of Directors on December 10, 2014.
- (6) Each restricted stock unit represents a contingent right to receive one share of UEI common stock.
- (7) These restricted stock units granted on December 19, 2013 vest over a 3 year ratable annual vesting period which began on December 19, 2014.
- (8) These restricted stock units granted on December 19, 2014 vest over a 3 year ratable annual vesting period which began on December 19, 2015.

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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