

EMERSON RADIO CORP
Form 3
September 14, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Accolade (PTC) Inc. | | (Month/Day/Year) | EMERSON RADIO CORP [MSN] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 398 KWUN TONG ROAD | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| KOWLOON, Â K3 Â 068909 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Common Stock, \$0.01 par value per share | 15,243,283 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

Shares (I)
(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Accolade (PTC) Inc. 398 KWUN TONG ROAD KOWLOON, K3 068909 | Â | Â X | Â | Â |
| Ho Family Trust 398 KWUN TONG ROAD KOWLOON, K3 068909 | Â | Â X | Â | Â |

Signatures

ACCOLADE (PTC) INC., By: /s/ Eleanor Crosthwaite, Name: Eleanor Ann Crosthwaite, Title: Director 08/19/2016

 **Signature of Reporting Person Date

HO FAMILY TRUST, By: Accolade (PTC) Inc., its Trustee, By: /s/ Eleanor Crosthwaite, Name: Eleanor Ann Crosthwaite, Title: Director 08/19/2016

 **Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares are owned directly by S&T International Distribution Ltd., which is a wholly owned subsidiary of Grande N.A.K.S. Ltd., which is a wholly owned subsidiary of The Grande Holdings Limited. On May 26, 2016, liquidation proceedings concerning The Grande Holdings Limited were permanently stayed and the attendant Joint and Several Provisional Liquidators over The Grande Holdings Limited were released and discharged, The Grande Holdings Limited fulfilled all of the resumption conditions imposed on The Grande Holdings Limited by The Stock Exchange of Hong Kong Limited and The Grande Holdings Limited made application to The Stock Exchange of Hong Kong Limited for the resumption of trading in its shares on The Stock Exchange of Hong Kong Limited with effect from May 30, 2016.

(2) As a result of the foregoing, Sino Bright Enterprises Co., Ltd., Grosvenor Fair Limited, Barrican Investments Corporation, McVitie Capital Limited and The Ho Family Trust Limited directly hold approximately 73.65%, in the aggregate, of The Grande Holdings Limited. McVitie Capital Limited is a wholly owned subsidiary of Barrican Investments Corporation, and was acquired by Barrican Investments Corporation on June 28, 2016. McVitie Capital Limited holds approximately 1.275% of The Grande Holdings Limited. Barrican Investments Corporation is a wholly owned subsidiary of Airwave Capital Limited. Sino Bright Enterprises Co., Ltd., Grosvenor Fair Limited and Airwave Capital Limited are wholly owned subsidiaries of The Ho Family Trust Limited. The Ho Family Trust Limited is a wholly owned subsidiary of the Ho Family Trust. Accolade (PTC) Inc. is the trustee of the Ho Family Trust.

(3) Grande N.A.K.S. Ltd., The Grande Holdings Limited, Sino Bright Enterprises Co., Ltd., Grosvenor Fair Limited, Barrican Investments Corporation, McVitie Capital Limited, The Ho Family Trust Limited, the Ho Family Trust and Accolade (PTC) Inc. are indirect beneficial owners of the reported securities. Accolade (PTC) Inc. disclaims any pecuniary interest in the shares owned by S&T International Distribution Ltd.

(4) Mr. Ho is a discretionary beneficiary of the Ho Family Trust, Chief Executive Officer of The Ho Family Trust Limited and the Chairman of the Board of issuer and may be deemed to share beneficial ownership of the shares owned by S&T International Distribution Ltd. Mr. Ho disclaims beneficial ownership of the shares owned by S&T International Distribution Ltd. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, Mr. Ho is the beneficial owner of equity securities described in this statement as indirectly owned.

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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