

UNIVERSAL ELECTRONICS INC  
Form 4  
August 14, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
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  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/13/2015

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

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 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 08/13/2015                           |  | M                              |   | 2,275<br>(1)  | A  | \$ 0 159,192 D                    |
| Common Stock                    | 08/13/2015                           |  | F                              |   | 1,187<br>(2)  | D  | \$ 48.18 158,005 (3) D            |
| Common Stock                    |                                      |  |                                |   |   | I  | 1,000 By Spouse                   |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 Secur (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|
| Restricted Stock Unit                      | (4)  | 08/13/2015                           |  | M                              | 2,275   | (5) (5)  | Common Stock  | 2,275                              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| ARLING PAUL D<br>201 EAST SANDPOINTE<br>8TH FLOOR<br>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)

08/14/2015

\_\_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 February 4, 2013 and ratified by the Board of Directors on February 13-14, 2013.
- (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 Restricted Stock Grant approved by the Compensation Committee of the Board of Directors on February 4, 2013 and ratified by the Board of Directors on February 13-14, 2013.
- (4) Each restricted stock unit represents a contingent right to receive one share of UEI common stock.
- (5) These restricted stock units granted on February 13, 2013 vest over a 3 year ratable quarterly vesting period which began on May 13, 2013.

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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