

KOSS CORP  
Form 4  
July 25, 2014

**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 \*  
**KOSS JOHN C JR**

(Last) (First) (Middle)  
**4129 NORTH PORT  
WASHINGTON AVENUE**  
  
(Street)

**MILWAUKEE, WI 53212**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**KOSS CORP [KOSS]**

3. Date of Earliest Transaction (Month/Day/Year)  
**07/23/2014**

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)  
**Vice President - Sales**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |  |
| Common Stock                    |                                      |  |                                |   | 32,000  | I  | Custodian                                  |
| Common Stock                    |                                      |  |                                |   | 94,778  | I  | ESOP                                       |
| Common Stock                    |                                      |  |                                |   | 356,294   | D  |  |
| Common Stock                    |                                      |  |                                |   | 27,798  | I  | By 401(k)                                  |
| Common Stock                    |                                      |  |                                |   | 857,949   | I  | By self as co-trustee of Nancy             |

Koss Trust  
(1)

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                   |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            |            |              |         |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|---|----------------------------|------------|--------------|---------|
|  |  |                                      |  |                                | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     |  | Title   | Amount or Number of Shares |            |              |         |
| Stock Option (right to buy)                | \$ 3.3   | 07/23/2014                           |  | A                              | V  | (A) | (D)  | 100,000   | (2)                        | 07/23/2024 | Common Stock | 100,000 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| KOSS JOHN C JR<br>4129 NORTH PORT WASHINGTON AVENUE<br>MILWAUKEE, WI 53212 |               | X         | Vice President - Sales |       |

## Signatures

John Koss, Jr. 07/23/2014

\*\*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).

These shares are held in trust for the benefit of Nancy Koss, the mother of the reporting person. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission of beneficial ownership of these securities for purpose of Section 16 or any other purpose.

(2) This option vests in four equal annual installments beginning on 07/23/2015.

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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