SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

| 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)
 04/01/2017

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

 COO

 6. Individual or Joint/Group Filing (Check Applicable Line)

 X 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	(A) or (D)	Price			
Common Stock	04/01/2017		M		487[1]	A	$0.00	488	D	
Common Stock	04/01/2017		F		269[2]	D	$67.975[3]	219	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	[4]	04/01/2017		M			487	[5]	[5]	Common Stock	487	$0.00	19,812	D	

Explanation of Responses:

1. Stock issued pursuant to Restricted Stock Grant approved by the Compensation Committee of the Board of Directors on December 7, 2015 and ratified and approved by the Board of Directors on December 9, 2015 and granted on January 1, 2016.
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. Each restricted stock unit represents a contingent right to receive one share of UEI common stock.
5. The restricted stock units vest in accordance with the vesting schedule of each RSU Grant.

Remarks:

/s/Louis S. Hughes by Natalie Cernosek, pursuant to Limited Power of Attorney dated January 14, 2015(attached)　　04/03/2017

** Signature of Reporting Person　　Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY FOR
SECTION 16 REPORTING OBLIGATIONS

        Know all by these presents, that the undersigned's hereby makes, constitutes
and appoints Richard A. Firehammer, Jr., Valerie J. Ballard, and Natalie
Cernosek as the undersigned's true and lawful attorney-in-fact, with full power
and authority as hereinafter described on behalf of and in the name, place and
stead of the undersigned to:

(1)   prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including
any amendments thereto) with respect to the securities of Universal Electronics
Inc., a Delaware corporation(the "Company"), with the United States Securities
and Exchange Commission, any national securities exchanges and the Company, as
considered necessary or advisable under Section 16(a) of the Securities Exchange
Act of 1934 and the rules and regulations promulgated thereunder, as amended
from time to time (the "Exchange Act");

(2)   seek or obtain, as the undersigned's representative and on the undersigned's
behalf, information on transactions in the Company's securities from any third
party, including brokers, employee benefit plan administrators and trustees, and
the undersigned hereby authorizes any such person to release any such
information to the undersigned and approves and ratifies any such release of
information; and

(3)   perform any and all other acts which in the discretion of such
attorney-in-fact are necessary or desirable for and on behalf of the undersigned
in connection with the foregoing.

The undersigned acknowledges that:

(1)   this Power of Attorney authorizes, but does not require, such
attorney-in-fact to act in their discretion on information provided to such
attorney-in-fact without independent verification of such information;

(2)   any documents prepared and/or executed by such attorney-in-fact on behalf of
the undersigned pursuant to this Power of Attorney will be in such form and will
contain such information and disclosure as such attorney-in-fact, in his or her
discretion, deems necessary or desirable;

(3)   neither the Company nor such attorney-in-fact assumes (i) any liability for
the undersigned's responsibility to comply with the requirement of the Exchange
Act, (ii) any liability of the undersigned for any failure to comply with such
requirements, or (iii) any obligation or liability of the undersigned for profit
disgorgement under Section 16(b) of the Exchange Act; and

(4)   this Power of Attorney does not relieve the undersigned from responsibility
for compliance with the undersigned's obligations under the Exchange Act,
including without limitation the reporting requirements under Section 16 of the
Exchange Act.

        The undersigned hereby gives and grants the foregoing attorney-in-fact full
power and authority to do and perform all and every act and thing whatsoever
requisite, necessary or appropriate to be done in and about the foregoing
matters as fully to all intents and purposes as the undersigned might or could
do if present, hereby ratifying all that such attorney-in-fact of, for and on
behalf of the undersigned, shall lawfully do or cause to be done by virtue of
this Limited Power of Attorney.

        This Power of Attorney shall remain in full force and effect until revoked by
the undersigned in a signed writing delivered to such attorney-in-fact.

        IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be
executed as of this 14th day of January, 2015.

                                    /s/Louis S. Hughes
                                    Signature

                                    Louis S. Hughes
                                    Print Name

STATE OF CALIFORNIA

COUNTY OF ORANGE

        On January 14, 2015 before me, Shelly Tellez, Notary Public personally appeared
Louis S. Hughes who proved to me on the basis of satisfactory evidence to be the
person whose name is subscribed to the within instrument and acknowledged to me
that he executed the same in his authorized capacity, and that by his signature
on the instrument the person, or the entity upon behalf of which the person
acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California
that the foregoing paragraph is true and correct.

                                    WITNESS my hand and official seal.

                                    /s/Shelly Tellez
                                    Notary Public

                                    May 2, 2018
                                    My Commission Expires: