## SEC Form 4

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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

# OMB APPROVAL OMB Number: 3235-0287 Estimated average burder hours per response: 0.5

			of Section So(n) of the investment Company Act of 1940				
1. Name and Addre	1 0		2. Issuer Name and Ticker or Trading Symbol <u>UNIVERSAL ELECTRONICS INC</u> [ UEIC		5. Relationship of Reporting Person(s) f (Check all applicable) Director 10		
(1 aat)		(Middle)	1	x	Officer (give title below)	Other (specify below)	
(Last) 201 EAST SAN 8TH FLOOR	(First) DPOINTE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/12/2015		Executive Vice President -Asia		
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	ridual or Joint/Group Fili	ng (Check Applicable	
(Street)	СА	92707		X	Form filed by One Re	porting Person	
·			_		Form filed by More the Person	an One Reporting	
(City)	(State)	(Zip)		1			

#### 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)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	08/12/2015		М		<b>615</b> <sup>(1)</sup>	Α	\$0.00	14,298	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. Transa Code ( 8)		of		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 Unit	(2)							(3)	(3)	Common Stock	11,218(4)		11,218	D	
Restricted Stock Unit	(2)	08/12/2015		М			615	(3)	(3)	Common Stock	615	\$0.00	10,603	D	

#### Explanation of Responses:

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 February 12-13, 2014.

2. Each restricted stock unit represents a contingent right to receive one share of UEI common stock.

3. The restricted stock units vest in accordance with the vesting schedule of each RSU Grant.

4. This figure represents the aggregate number of unvested RSU's as of the reporting date and involves 3 RSU Grants: one granted on February 13, 2013 with a 3 year ratable quarterly vesting period which began on May 13, 2013; one granted on February 12, 2014 with a 3 year vesting schedule of 33.33% on February 12, 2015 and 8.33% quarterly thereafter; and one granted on February 12, 2015 with a 3 year vesting schedule of 33.33% on February 12, 2015 and 8.33% quarterly thereafter; and one granted on February 12, 2015 with a 3 year vesting schedule of 33.33% on February 12, 2015 and 8.33% quarterly thereafter.

#### Remarks:

/s/David Cheung Hyen Chong by Valerie J. Ballard, pursuant to Limited Power of Attorney dated May 16, 2013 (attached) \*\* Signature of Reporting Person

08/13/2015

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.

Know all by these presents, that the undersigned's hereby makes, constitutes and appoints Richard A. Firehammer, Jr. and Valerie J. Ballard 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 16th day of May, 2013.

\_\_\_\_/s/\_\_\_\_\_ Signature

\_\_\_\_David Cheung Hyen Chong\_\_\_\_\_ Print Name On this 16th day of May, 2013, David Cheung Hyen CHONG personally appeared before me, and acknowledged that s/he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

/s/ Angelina Luk Notary Public, Hong Kong

My Commission Expires: 31st December 2013