



**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTIONS 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (date of earliest event reported): February 28, 2006

**UNIVERSAL ELECTRONICS INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**0-21044**  
(Commission File No.)

**33-0204817**  
(I.R.S. Employer  
Identification No.)

**6101 Gateway Drive**  
**Cypress, California 90630**  
(Address of principal executive offices, with Zip Code)

**(714) 820-1000**  
(Registrant's telephone number, including area code):

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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### Item 8.01 Other Events

Rule 10b5-1 promulgated under the Securities Exchange Act of 1934 permits an individual who is not then in possession of material nonpublic information to establish a prearranged plan to buy or sell stock. The rule allows an individual to buy or sell shares of stock at a specific price in the future, regardless of any subsequent material nonpublic information.

On February 28, 2006, Robert P. Lilleness, President and Chief Operating Officer of Universal Electronics Inc., cancelled the Rule 10b5-1 trading plan he established on November 30, 2005 and he established a new trading plan in accordance with Rule 10b5-1. Under this new plan, Mr. Lilleness intends to sell no more than 272,500 shares of Universal Electronics common stock until February 28, 2007 from time to time, subject to certain specified price limits. These shares include shares issued upon the exercise of employee stock options. This process will facilitate the orderly exercise of employee stock options and the sale of common stock for Mr. Lilleness' personal financial planning purposes with the goal of minimizing any market impact and avoiding any concerns about the timing of the transactions.

### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Universal Electronics Inc.

Date: March 3, 2006

By: /s/ Bryan Hackworth  
Bryan Hackworth  
Chief Accounting Officer (Principal Financial Officer)