

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Ammari Ramzi</u>  (Last) (First) (Middle) 15147 N. SCOTTSDALE ROAD  (Street) SCOTTSDALE AZ 85254  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>UNIVERSAL ELECTRONICS INC [ UEIC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <u>Sr.VP Corp Planning &amp; Strategy</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/09/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/09/2024		M		4,712	A	(1)	28,084	D	
Common Stock	02/09/2024		F		2,221 <sup>(2)</sup>	D	\$8.615 <sup>(3)</sup>	25,863	D	
Common Stock	02/10/2024		M		663	A	(1)	26,526	D	
Common Stock	02/10/2024		F		312 <sup>(2)</sup>	D	\$8.615 <sup>(3)</sup>	26,214	D	
Common Stock	02/11/2024		M		385	A	(1)	26,599	D	
Common Stock	02/11/2024		F		181 <sup>(2)</sup>	D	\$8.615 <sup>(3)</sup>	26,418	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
Restricted Stock Units	(1)	02/09/2024		M		4,712		(4)	(4)	Common Stock	4,712	\$0	37,123	D	
Restricted Stock Units	(1)	02/10/2024		M		663		(4)	(4)	Common Stock	663	\$0	36,460	D	
Restricted Stock Units	(1)	02/11/2024		M		385		(4)	(4)	Common Stock	385	\$0	36,075	D	
Performance Stock Units	(5)							(6)	(6)	Common Stock	0		24,000 <sup>(7)</sup>	D	
Employee Stock Option (Rt to Buy)	(8)							(9)	(9)	Common Stock	0		97,280 <sup>(10)</sup>	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of UEI common stock.
- This transaction represents a withholding of shares to cover taxes applicable to a vesting of RSUs also reported on this Form 4.
- Price determined in accordance with the terms of the Company's applicable Stock Incentive Plan.
- The restricted stock units vest in accordance with the vesting schedule of each RSU grant.
- Each performance stock unit represents a contingent right to receive one share of UEI common stock.
- The performance stock units vest in accordance with the vesting schedule of each PSU Grant.
- This figure represents an aggregate number of performance stock units held by Reporting Person.
- Exercise Price determined in accordance with the terms of the Company's applicable Stock Incentive Plan.
- The Exercisable and Expiration Dates were reported at the time the Stock Options were granted.
- This figure represents an aggregate number of stock options held by Reporting Person.

**Remarks:**

/s/Ramzi Ammari, by Valerie J. 02/13/2024  
Ballard, pursuant to Limited

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.**