

| OMB APPROVAL                                 |           |
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**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*<br><u>ARLING PAUL D</u><br><br>(Last) (First) (Middle)<br>15147 NORTH SCOTTSDALE ROAD<br>H300<br><br>(Street)<br>SCOTTSDALE AZ 85254<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>UNIVERSAL ELECTRONICS INC [ UEIC ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><p style="text-align: center;">CEO</p> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/07/2024                           |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                 |   |

**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                    |                                      |  |                                |   |   |            |       | 11,800  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 1,000   | I  | By Spouse   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 258,944   | I <sup>(1)</sup>   | By Arling Family Trust                                |

**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                     | (2)  | 02/07/2024                           |  | A                              |   | 36,000   |     | (3)  | (3)             | Common Stock  | 36,000                     | \$0  | 107,679  | D   |  |
| Performance Stock Units                    | (4)  | 02/07/2024                           |  | A                              |   | 36,000   |     | (5)  | (5)             | Common Stock  | 36,000                     | \$0  | 36,000   | D   |  |
| Employee Stock Option (Rt to Buy)          | \$62.7   | 02/08/2024                           |  | J <sup>(6)</sup>               |   | 38,245   |     | 02/08/2018   | 02/08/2024      | Common Stock  | 38,245                     | \$0  | 418,830 <sup>(7)</sup>   | D   |  |

**Explanation of Responses:**

- These shares are held by the Arling Family Trust. Mr. Arling disclaims beneficial ownership of the shares held by the Trust.
- Each restricted stock unit represents a contingent right to receive one share of UEI common stock.
- Restricted Stock Grant was approved by the Compensation Committee of the Board of Directors on January 25, 2024 and ratified and approved by the Board of Directors on February 7, 2024 and granted on February 7, 2024. The shares will vest over 3 years with 33.33% vesting on the first anniversary of the grant date and 8.33% vesting on each quarterly anniversary of the grant date thereafter. The shares will be fully vested on the third anniversary of the grant date.
- Each performance stock unit represents a contingent right to receive one share of UEI common stock.
- Performance Stock Grant was approved by the Compensation Committee of the Board of Directors on January 25, 2024 and ratified and approved by the Board of Directors on February 7, 2024, and granted on February 7, 2024. The performance stock unit awards will vest in 3 separate tranches with 3 separate stock price and service conditions. Each tranche will vest only when both the stock price and service conditions have been achieved. The stock price condition for each tranche must be met on or by the third anniversary of the grant (2/7/2027). Any unvested tranche will expire at close of business on 2/7/2027.
- Expiry of Employee Stock Options.
- This figure represents an aggregate number of stock options held by Reporting Person.

**Remarks:**

/s/Paul D. Arling, by Richard A. Firehammer, Jr., pursuant to Limited Power of Attorney dated January 22, 2003 (attached) 02/09/2024

\*\* 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.