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

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
Carnifax Richard K
(Last) (First) (Middle)
15147 N SCOTTSDALE RD STE H300
(Street)
SCOTTSDALE AZ 85254
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
UNIVERSAL ELECTRONICS INC [UEIC]

3. Date of Earliest Transaction (Month/Day/Year)
08/07/2025

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
☐ Director ☐ 10% Owner
☑ Officer (give title below) ☐ Other (specify below)
COO and Interim CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ 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	08/07/2025		M		1,167	A	(1)	13,759	D	
Common Stock	08/07/2025		F		488(2)	D	$6.35(3)	13,271	D	
Common Stock	08/09/2025		M		673	A	(1)	13,944	D	
Common Stock	08/09/2025		F		281(2)	D	$5.41(3)	13,663	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	(1)	08/07/2025		M			1,167	(4)	(4)	Common Stock	1,167	$0	9,016(5)	D	
Restricted Stock Units	(1)	08/09/2025		M			673	(4)	(4)	Common Stock	673	$0	8,343(5)	D	
Performance Stock Units	(6)							(7)	(7)	Common Stock	92,433		92,433(8)	D	
Employee Stock Option (Rt to Buy)	(9)							(10)	(10)	Common Stock	18,465		18,465(11)	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of UEI common stock.
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. The restricted stock units vest in accordance with the vesting schedule of each RSU Grant.
5. This figure represents an aggregate number of restricted stock units held by Reporting Person.
6. Each performance stock unit represents a contingent right to receive one share of UEI common stock.
7. The performance stock units vest in accordance with the vesting schedule of each PSU Grant.
8. This figure represents an aggregate number of performance stock units held by Reporting Person.
9. Exercise Price Determined in accordance with the terms of the Company's applicable Stock Incentive Plan.
10. The Exercisable and Expiration Dates were reported at the time the Stock Options were granted.
11. This figure represents an aggregate number of stock options held by Reporting Person.

Remarks:

/s/Richard K. Carnifax, by Bryan Allison, pursuant to Limited Power of Attorney dated May 7, 2024 08/11/2025

** 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.