UNITED STATES 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): November 6, 2014

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.)

201 E. Sandpointe Avenue, 8th Floor Santa Ana, CA 92707 (Address of principal executive offices, with Zip Code)

(714) 918-9500

(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 followin provisions:
□ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
□ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
□ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
\square Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240 13e-4(c))

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Item 2.02 Results of Operations and Financial Condition

On November 6, 2014, Universal Electronics Inc. ("UEI") is issuing a press release and holding a conference call regarding its financial results for the third quarter ended September 30, 2014. A copy of the press release is furnished as Exhibit 99.1 to this report.

Pursuant to General Instruction B2 of Form 8-K, the information contained in Exhibit 99.1 will be deemed furnished, and not "filed," for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, except as expressly set forth by specific reference in any such filing, or subject to the liabilities of that Section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

Use of Adjusted Pro Forma Financial Information

In addition to reporting financial results in accordance with generally accepted accounting principles, or GAAP, UEI provides non-GAAP or Adjusted Pro Forma information in the press release as additional information for its operating results. References to Adjusted Pro Forma information are to non-GAAP pro forma measures. These measures are not in accordance with, or an alternative for, GAAP and may be different from non-GAAP measures used by other companies. UEI's management believes that this presentation of Adjusted Pro Forma financial information provides useful information to management and investors regarding certain additional financial and business trends relating to its financial condition and results of operations. In addition, management uses these measures for reviewing the financial results of UEI and for budget planning purposes.

Item 9.01 Financial Statements and Exhibits

- (d) Exhibits. The following exhibit is furnished with this report.
 - 99.1 Press Release of Universal Electronics Inc. dated November 6, 2014.

SIGNATURE

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: November 6, 2014 By: /s/ Bryan Hackworth

Bryan Hackworth Chief Financial Officer (Principal Financial Officer)

INDEX TO EXHIBITS

Exhibit Number	Description
99.1	Press Release Dated November 6, 2014



Contacts: Paul Arling (UEI) 714.918.9500 Becky Herrick (IR Agency) 415.433.3777

UNIVERSAL ELECTRONICS REPORTS THIRD QUARTER 2014 FINANCIAL RESULTS

- Increases Gross Margin 210 Basis Points to 30.7% for the Third Quarter of 2014 -

- Grows Operating Income 25% over the Third Quarter of 2013 -

SANTA ANA, CA – November 6, 2014– Universal Electronics Inc. (UEI), (NASDAQ: UEIC) reported financial results for the three and nine months ended September 30, 2014.

Paul Arling, UEI's Chairman and CEO, stated: "Our third quarter 2014 performance reflects our ability to capture share in the markets we serve. We continue to gain traction within the smart device channel as some of the world's largest companies around the globe select our advanced device control technology and software. Our QuickSet® and Control Plus™ solutions are becoming the standard for powering the simple and almost effortless setup and programming of a control device. By introducing next generation solutions such as these, leveraging our core technologies and world-renowned device code database and maintaining our commitment to customer-focused innovation, we are working to ensure our success in the global control technology market for years to come."

Adjusted Pro Forma Financial Results for the Three Months Ended September 30: 2014 Compared to 2013

- Net sales were \$147.8 million, compared to \$142.4 million.
 - Business Category revenue was \$135.2 million, compared to \$129.7 million. The Business Category contributed 91.5% of total net sales, compared to 91.1%.
 - Consumer Category revenue was \$12.6 million, compared to \$12.7 million. The Consumer Category contributed 8.5% of total net sales, compared to 8.9%.
- Gross margins were 30.7%, compared to 28.6%.
- Operating expenses were \$28.9 million, compared to \$27.6 million.
- Operating income was \$16.4 million, compared to \$13.2 million.
- Net income was \$12.9 million, or \$0.80 per diluted share, compared to \$10.7 million, or \$0.68 per diluted share.
- At September 30, 2014, cash and cash equivalents was \$99.0 million.

Adjusted Pro Forma Financial Results for the Nine Months Ended September 30: 2014 Compared to 2013

- Net sales were \$423.9 million, compared to \$393.2 million.
- Gross margins were 29.7%, compared to 28.4%.
- Operating expenses were \$86.3 million, compared to \$79.6 million.
- Operating income was \$39.7 million, compared to \$32.0 million.
- Net income was \$29.8 million, or \$1.85 per diluted share, compared to \$23.6 million, or \$1.53 per diluted share.

Financial Outlook

For the fourth quarter of 2014, the company expects net sales to range between \$134.0 million and \$142.0 million, compared to \$136.1 million in the fourth quarter of 2013. Adjusted pro forma earnings per diluted share for the fourth quarter of 2014 are expected to range from \$0.59 to \$0.69, compared to adjusted pro forma earnings per diluted share of \$0.55 in the fourth quarter of 2013, which has been adjusted to reflect the exclusion of stock-based compensation expense.

Bryan Hackworth, UEI's CFO, stated: "Over the past couple of years, we have stated the long-term profile of our business is one with approximately 5% to 10% average annual revenue growth and with approximately 10% to 15% average annual earnings growth. However, given our success in embedding our technology in multiple smart devices via pure licensing arrangements and/or embedded chip sales, our gross and operating margins have expanded. As a result, our profile has changed and we believe we

can continue to grow our top line by an average of 5% to 10%, but we expect our earnings will grow by an average of 10% to 20% annually."

Conference Call Information

UEI's management team will hold a conference call today, Thursday, November 6, 2014 at 4:30 p.m. ET / 1:30 p.m. PT, to discuss its third quarter 2014 earnings results, review recent activity and answer questions. To access the call in the U.S. please dial 877-843-0414 and for international calls dial 315-625-3071 approximately 10 minutes prior to the start of the conference. The conference ID is 22183829. The conference call will also be broadcast live over the Internet and available for replay for one year at www.uei.com. In addition, a replay of the call will be available via telephone for two business days, beginning two hours after the call. To listen to the replay, in the U.S., please dial 855-859-2056 and internationally, 404-537-3406. Enter access code 22183829.

Use of Non-GAAP Financial Metrics

Non-GAAP gross margins, Non-GAAP operating expenses, and Non-GAAP net income and earnings per share are supplemental measures of the company's performance that are not required by, and are not presented in accordance with GAAP. The Non-GAAP information does not substitute for any performance measure derived in accordance with GAAP. Non-GAAP gross profit is defined as gross profit excluding depreciation expense related to the increase in fixed assets from cost to fair market value resulting from acquisitions. Non-GAAP operating expenses are defined as operating expenses excluding amortization of intangibles acquired, employee related restructuring costs, stock-based compensation expense and certain costs incurred for years preceding the acquisition of Enson Assets Limited. Non-GAAP net income is defined as net income from operations excluding the aforementioned items and the related tax effects as well as additional reserves recorded resulting from a tax audit in Hong Kong for years preceding our acquisition of Enson Assets Limited. A reconciliation of Non-GAAP financial results to GAAP results is included at the end of this press release.

About Universal Electronics

Founded in 1986, Universal Electronics Inc. (UEI) is the global leader in wireless control technology for the connected home. UEI designs, develops, and delivers innovative solutions that enable consumers to control entertainment devices, digital media, and home systems. The company's broad portfolio of patented technologies and database of infrared control software have been adopted by many Fortune 500 companies in the consumer electronics, subscription broadcast, and computing industries. UEI sells and licenses wireless control products through distributors and retailers under the One For All® brand name. For additional information, visit our website at www.uei.com.

Safe Harbor Statement

This press release contains forward-looking statements that are made pursuant to the Safe-Harbor provisions of the Private Securities Litigation Reform Act of 1995. Words and expressions reflecting something other than historical fact are intended to identify forward-looking statements. These forward-looking statements involve a number of risks and uncertainties, including the benefits anticipated by the company due to the continued strength across its entire business and expansion of its share of the markets it serves, including its core business and smart device channel (such as phones, tablets, TVs, IPTV devices, game consoles, and wearables); the continued innovation of next-generation solutions that are accepted by its customers and end users; the continuation of benefits the company has experienced and anticipate due to the licensing of the company's technologies and patents, such as the company's QuickSet and Control Plus technologies; the benefits anticipated by management from leveraging the company's core technologies and device code database; the continued adoption and selection of the company's technologies and products by the world's largest companies in the home entertainment industries; and the other factors described in the company's filings with the U.S. Securities and Exchange Commission. The actual results the company achieves may differ materially from any forward-looking statement due to such risks and uncertainties. The company undertakes no obligations to revise or update any forward-looking statements in order to reflect events or circumstances that may arise after the date of this release.

- Tables Follow -

UNIVERSAL ELECTRONICS INC.

CONSOLIDATED BALANCE SHEETS
(In thousands, except share-related data)
(Unaudited)

Carbon and cash equivalents		Sep	tember 30, 2014		December 31, 2013
Cash and cash equivalents \$ 98,96 \$ 76,14 Accounts receivable, net Inventories, and Inventories, and Inventories, and Inventories, and Inventories, and Inventories, and other current assets 92,34 \$ 4,305 Prepaid expenses and other current assets 4,546 \$ 4,305 Income tax receivable 16 \$ 13 Deferred income taxes 307,947 \$ 278,406 Total Current assets 307,947 \$ 275,570 Goodwill 30,794 \$ 30,000 Property, plant, and equipment, net 5,567 \$ 5,570 Goodwill 30,794 \$ 30,000 Internation come taxes 5,542 \$ 25,000 Other assets 5,442 \$ 25,000 Other assets 5,442 \$ 25,000 Total assets 5,843 \$ 5,848 Total assets 5,845 \$ 5,848 Accrued compensation 3,802 \$ 3,802 Accrued compensation 3,802 \$ 3,803 Accrued compensation 3,902 \$ 3,903 Accrued compensation 19,22 \$ 3,003 Accrued compensation 19,24 \$ 3,003 Accrued income taxes 19,24 \$ 3,003 Total accrued expenses 19,24 \$ 3,003	ASSETS				
Accounts receivable, net 105,002 95,048 Inventories, net 92,344 96,308 Prepate despess and other current assets 4,549 1,609 Income tax receivable 16 13 Deferred income taxes 6,167 16,167 Total current assets 307,947 278,466 Property, plant, and equipment, net 76,662 75,570 Goodwill 307,94 20,063 Deferred income taxes 5,567 6,455 Other assets 5,567 6,452 Other assets 5,442 26,063 Deferred income taxes 6,452 2,273 Total assets 5,567 6,452 2,273 Total assets 6,868 5,868 5,808 Line of credit — — — Accrued compessation 3,002 8,317 Accrued income taxes 1,225 3,032 Obertaxed income taxes 1,246 1,226 Total carrent liabilities 1,246 9,867 Tota	Current assets:				
Inventories, net 92,341 96,000 Prepaid expenses and other current assets 4,548 1,358 Income tax receivable 6,158 6,158 Deferred income taxes 30,794 278,466 Property, plant, and equipment, net 6,668 75,570 Goodwill 30,794 20,000 Interpreting income taxes 5,667 6,658 Other assets 5,542 5,279 Other assets 5,442 5,279 Total asset 5,455 8,283 Total contribution 5,569 5,858 Total contribution 5,569 5,868 Total asset 5,569 5,848 Concerned taxes 5,985 5,848 Line of credit 7 6,985 Accrued compensation 8,089 8,359 Accrued sales discounts, rebates and royalties 1,92 3,032 Accrued sales discounts, rebates and royalties 1,92 3,032 Deferred income taxes 1,15 3,032 Other accrued ways asset	Cash and cash equivalents	\$	98,964	\$	76,174
Prepaid expenses and other current assets 4,548 4,085 Income tax receivable 16 18 Deferend come taxes 6,158 6,168 Property plant, and equipment, net 76,682 75,570 Goodwill 25,164 26,083 Deferend income taxes 5,045 26,078 Other assets 5,045 5,272 Total assets 5,045 5,272 Total assets 5,045 5,243 LABILITIES AND STOCKHOLDERS' EVUIT LABILITIES AND STOCKHOLDERS' EVUIT Accound spayable 6,049,80 5,049,80 Accound spayable 9,049,80 3,031 Accound compensation 3,00 3,031 Accound come taxes 1,922 3,032 Accound income taxes 1,922 3,032 Deferred income taxes 1,922 1,122 Accound converted income taxes 1,924 1,922 Deferred income taxes 1,924 1,922 Total current liabilities 1,925 1,924 <td>Accounts receivable, net</td> <td></td> <td>105,920</td> <td></td> <td>95,408</td>	Accounts receivable, net		105,920		95,408
Income tax receivable 6.16 6.16 Deferred income taxes 6.16 6.16 Total current assets 30.794 278.466 Property, plant, and equipment, net 76.682 75.570 Goodwill 5.567 30.700 Intangible assets, net 5.567 6.455 Offered income taxes 5.567 6.455 Offered sels 5.567 6.455 Total assets 5.402 2.702 TABILITIES AND STOCKHOLDER'S EQUITY TARISHITIES AND STOCKHOLDER'S EQUITY TACcrued staps spuble \$ 6.90.85 \$ 6.849 Accrued staps spuble \$ 6.90.85 \$ 8.498 Accrued sels discounts, rebates and royalties 3.00 3.00 Accrued income taxes 1.92 3.03 Other accrued expenses 1.92 3.03 Other accrued expenses 1.92 1.92 Total current liabilities 1.92 1.92 Defered income taxes 1.02 6.0	Inventories, net		92,341		96,309
Deferred income taxes 6,158 6,178 Orgonal Total current asses 30,794 278,466 Property, Jant, and equipment, net 6,662 75,576 Goodwill 30,794 3,000 Intensity 25,167 6,655 Offer access 5,567 6,655 Offer assets 5,441 5,278 Total assets 5,457 6,452 LABILITIES AND STOCKHOLDER'S CUITY Current liabilities Accounts payable \$ 69,885 \$ 86,985 Line of credit — — — — Accrued compensation 38,002 38,002 Accrued compensation 38,002 38,002 Accrued income taxes 1,922 3,032 Accrued compensation 1,922 3,032 Accrued income taxes 1,922 3,032 Deferred income taxes 1,924 1,922 Deferred income taxes 1,924 9,875 Ingertern liabilities 1,925 1,924 Deferred income taxes 1,92	Prepaid expenses and other current assets		4,548		4,395
Total current assers 307,94 278,046 Property, plant, and equipment, net 76,62 75,570 Goodwill 30,794 31,000 Intangible assets, net 25,164 26,665 Defered income taxes 5,452 6,455 Other assets 5 45,075 \$ 43,030 \$ 43,030 LIABILITIES AND STOCKHOLDER'S EQUITY Exercise in Signal of Certain 9 5 5,848 Line of credit 9 6 9,858 \$ 8,498 Line of credit 9 6 9,859 \$ 8,498 Line of credit 9 7 6 8,498 \$ 8,498 Line of credit 9 7 8,539 \$ 8,498 \$ 8,309 \$ 8,30	Income tax receivable		16		13
Property, plant, and equipment, net 76,602 3,004 31,000 Goodwill 25,164 26,064 26,064 26,064 26,062 26,062 26,062 26,002	Deferred income taxes		6,158		6,167
Godwill 30,794 31,000 Intangible assets, net 25,164 26,963 Other assets 5,442 5,279 Total assets \$ 451,509 \$ 423,733 LABBLITIES AND STOCKHOLDER'S EQUITY Current liabilities: Accounts payable \$ 69,885 \$ 56,986 Line of credit — — Accrued compensation 38,002 38,302 Accrued sales discounts, rebates and royalties 1,922 3,032 Accrued income taxes 1,922 3,032 Other eric income taxes 12,246 1,229 Other accrued expenses 12,466 1,229 Total current liabilities 10,981 9,875 Income taxes 10,982 1,981 Income taxes 10,482 9,875 Income taxes 10,481 9,887 Income taxes 10,482 9,887 Income taxes 12,466 10,222 Total liabilities 10,981 9,887 Incompliabilities 21,	Total current assets		307,947		278,466
Integlible assets, net 25,164 26,065 Defere directine (come taxes) 5,567 6,455 Other assets \$ 45,105 \$ 423,733 TABIBITIES AND STOCKHOLDER'S EQUITY Commer liabilities: TARGETIS AND STOCKHOLDER'S EQUITY Accounts payable 6 6,985 \$ 5,804 Accounts payable 6 6,985 \$ 6,305 Accound compensation 38,002 38,317 Accound compensation payable 7,495 3,302 Accound income taxes 15,10 30 Deference direcome taxes 119,20 119,20 Total current liabilities 10,084 9,887 Defered inicome taxes 10,084 9,887 Income tax payable 606 606 Orber long-term liabilities 12,25 32,24 Total current liabilities 2,25 32,24 Comment accountingencies 1,29 2,25 Total current liabilities 2,25 2,25 <td>Property, plant, and equipment, net</td> <td></td> <td>76,682</td> <td></td> <td>75,570</td>	Property, plant, and equipment, net		76,682		75,570
Defered income taxes 5,67 6,45 Other assets 5,451 5,27 TOTAL sakes 5 45,150 \$ 3,23 LIABILITIES AND STOCKHOLDER'S FUUTIV TOTAL counts payable 5 69,88 \$ 5,086 \$ 6,086 \$ 5,086 \$ 6,086 \$ 1,082 \$ 1,082 \$ 1,082 \$ 1,082 \$ 1,082 \$ 1,082 \$ 1,082 \$ 1,082	Goodwill		30,794		31,000
Other assets 5. 451.00 \$ 423.73 TOTALI ASSETS CHAILITIES AND STOCKHOLDER'S CUITY CUITHIBIBILITIES CACCOUNTS payable \$ 69.885 \$ 58.498 Line of credit ————————————————————————————————————	Intangible assets, net		25,164		26,963
Total assets	Deferred income taxes		5,567		6,455
Current liabilities	Other assets		5,442		5,279
Current liabilities: 69,885 5 69,885 5 8,498 Line of credit — — — Accrued compensation 38,002 38,317 Accrued sales discounts, rebates and royalties 7,495 8,539 Accrued income taxes 1,922 3,032 Deferred income taxes 151 303 Other accrued expenses 12,466 11,229 Total current liabilities 21,961 11,918 Long-term liabilities 10,084 9,887 Income tax payable 606 606 Other long-term liabilities 1,971 2,052 Total liabilities 1,971 2,052 Total liabilities 1,971 2,052 Total liabilities 1,971 2,052 Commitments and contingencies 5 1,246 13,246 Stockholders' equity: 2 2 2 2 Preferred stock, \$0.01 par value, 5,000,000 shares authorized; none issued or outstanding — — — Common stock, \$0.01 par value, 50,000,000 shares authorized; 22,788,	Total assets	\$	451,596	\$	423,733
Accounts payable \$ 69,885 \$ 58,498 Line of credit — — Accrued compensation 38,002 38,317 Accrued compensation 7,495 8,539 Accrued sincome taxes 1,922 3,032 Deferred income taxes 151 303 Other accrued expenses 12,466 11,299 Total current liabilities 129,921 119,918 Long-term liabilities 10,084 9,887 Income taxes 10,084 9,887 Income tax payable 606 606 Other long-term liabilities 11,971 2,052 Total liabilities 142,582 132,463 Commitments and contingencies 142,582 132,463 Commitments and contingencies 120,502 — Stockholders' equity: — — Preferred stock, \$0.01 par value, 5,000,000 shares authorized; none issued or outstanding — — Common stock, \$0.01 par value, 5,000,000 shares authorized; 22,788,604 and 22,344,121 shares issued on September 30, 2014 and December 31, 2013, respectively 228 23<	LIABILITIES AND STOCKHOLDERS' EQUITY				
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Accrued sales discounts, rebates and royalties 7,495 8,539 Accrued income taxes 1,922 3,032 Deferred income taxes 151 303 Other accrued expenses 12,466 11,229 Total current liabilities 129,921 119,18 Long-term liabilities 10,084 9,887 Income taxes 10,084 9,887 Income tax payable 606 606 Other long-term liabilities 1,971 2,052 Total liabilities 142,582 132,463 Commitments and contingencies 1 1 2 1 Stockholders' equity: Preferred stock, \$0.01 par value, 5,000,000 shares authorized; none issued or outstanding — — — Preferred stock, \$0.01 par value, 5,000,000 shares authorized; 22,788,604 and 22,344,121 shares issued on September 30, 2014 and December 31, 2013, respectively 228 223 Paid-in capital 213,373 199,513 Accumulated other comprehensive income (loss) (1,797) 2,982 Retained earnings 217,164 193,532 Less cost of common st			_		_
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Deferred income taxes 10,084 9,887 Income tax payable 606 606 Other long-term liabilities 1,971 2,052 Total liabilities 142,582 132,463 Commitments and contingencies Stockholders' equity: Preferred stock, \$0.01 par value, 5,000,000 shares authorized; none issued or outstanding - - Common stock, \$0.01 par value, 5,000,000 shares authorized; none issued or outstanding - - Common stock, \$0.01 par value, 50,000,000 shares authorized; 22,788,604 and 22,344,121 shares issued on September 30, 2014 and December 31, 2013, respectively 228 223 Paid-in capital 213,373 199,513 Accumulated other comprehensive income (loss) (1,797) 2,982 Retained earnings 217,164 193,532 Less cost of common stock in treasury, 6,992,446 and 6,639,497 shares on September 30, 2014 and December 31, 2013, respectively (119,954) (104,980) Total stockholders' equity 309,014 291,270	Other accrued expenses		12,466		11,229
Deferred income taxes 10,084 9,887 Income tax payable 606 606 Other long-term liabilities 1,971 2,052 Total liabilities 142,582 132,463 Commitments and contingencies 142,582 132,463 Commitments and contingencies 142,582 132,463 Common stock, \$0.01 par value, 5,000,000 shares authorized; none issued or outstanding - - Common stock, \$0.01 par value, 50,000,000 shares authorized; 22,788,604 and 22,344,121 shares issued on September 30, 2014 and December 31, 2013, respectively 228 223 Paid-in capital 213,373 199,513 Accumulated other comprehensive income (loss) (1,797) 2,982 Retained earnings 217,164 193,532 Less cost of common stock in treasury, 6,992,446 and 6,639,497 shares on September 30, 2014 and December 31, 2013, respectively (119,954) (104,980) Total stockholders' equity 309,014 291,270	Total current liabilities		129,921		119,918
Deferred income taxes 10,084 9,887 Income tax payable 606 606 Other long-term liabilities 1,971 2,052 Total liabilities 142,582 132,463 Commitments and contingencies Stockholders' equity: Preferred stock, \$0.01 par value, 5,000,000 shares authorized; none issued or outstanding — — Common stock, \$0.01 par value, 50,000,000 shares authorized; 22,788,604 and 22,344,121 shares issued on September 30, 2014 and December 31, 2013, respectively 228 223 Paid-in capital 213,373 199,513 Accumulated other comprehensive income (loss) (1,797) 2,982 Retained earnings 217,164 193,532 Less cost of common stock in treasury, 6,992,446 and 6,639,497 shares on September 30, 2014 and December 31, 2013, respectively (119,954) (104,980) Total stockholders' equity 309,014 291,270	Long-term liabilities:				
Other long-term liabilities 1,971 2,052 Total liabilities 142,582 132,463 Commitments and contingencies Stockholders' equity: Preferred stock, \$0.01 par value, 5,000,000 shares authorized; none issued or outstanding — — Common stock, \$0.01 par value, 50,000,000 shares authorized; 22,788,604 and 22,344,121 shares issued on September 30, 2014 and December 31, 2013, respectively 228 223 Paid-in capital 213,373 199,513 Accumulated other comprehensive income (loss) (1,797) 2,982 Retained earnings 217,164 193,532 Less cost of common stock in treasury, 6,992,446 and 6,639,497 shares on September 30, 2014 and December 31, 2013, respectively (119,954) (104,980) Total stockholders' equity 309,014 291,270			10,084		9,887
Other long-term liabilities 1,971 2,052 Total liabilities 142,582 132,463 Commitments and contingencies Stockholders' equity: Preferred stock, \$0.01 par value, 5,000,000 shares authorized; none issued or outstanding — — Common stock, \$0.01 par value, 50,000,000 shares authorized; 22,788,604 and 22,344,121 shares issued on September 30, 2014 and December 31, 2013, respectively 228 223 Paid-in capital 213,373 199,513 Accumulated other comprehensive income (loss) (1,797) 2,982 Retained earnings 217,164 193,532 Less cost of common stock in treasury, 6,992,446 and 6,639,497 shares on September 30, 2014 and December 31, 2013, respectively (119,954) (104,980) Total stockholders' equity 309,014 291,270	Income tax payable		606		606
Commitments and contingencies Stockholders' equity: Preferred stock, \$0.01 par value, 5,000,000 shares authorized; none issued or outstanding — — — Common stock, \$0.01 par value, 50,000,000 shares authorized; 22,788,604 and 22,344,121 shares issued on September 30, 2014 and December 31, 2013, respectively 228 223 Paid-in capital 213,373 199,513 Accumulated other comprehensive income (loss) (1,797) 2,982 Retained earnings 217,164 193,532 Less cost of common stock in treasury, 6,992,446 and 6,639,497 shares on September 30, 2014 and December 31, 2013, respectively (119,954) (104,980) Total stockholders' equity 309,014 291,270			1,971		2,052
Commitments and contingencies Stockholders' equity: Preferred stock, \$0.01 par value, 5,000,000 shares authorized; none issued or outstanding — — — Common stock, \$0.01 par value, 50,000,000 shares authorized; 22,788,604 and 22,344,121 shares issued on September 30, 2014 and December 31, 2013, respectively 228 223 Paid-in capital 213,373 199,513 Accumulated other comprehensive income (loss) (1,797) 2,982 Retained earnings 217,164 193,532 Less cost of common stock in treasury, 6,992,446 and 6,639,497 shares on September 30, 2014 and December 31, 2013, respectively (119,954) (104,980) Total stockholders' equity 309,014 291,270	Total liabilities		142,582	_	132,463
Stockholders' equity: Preferred stock, \$0.01 par value, 5,000,000 shares authorized; none issued or outstanding — — Common stock, \$0.01 par value, 50,000,000 shares authorized; 22,788,604 and 22,344,121 shares issued on September 30, 2014 and December 31, 2013, respectively 228 223 Paid-in capital 213,373 199,513 Accumulated other comprehensive income (loss) (1,797) 2,982 Retained earnings 217,164 193,532 Less cost of common stock in treasury, 6,992,446 and 6,639,497 shares on September 30, 2014 and December 31, 2013, respectively (119,954) (104,980) Total stockholders' equity 309,014 291,270	Commitments and contingencies		<u> </u>		,
Preferred stock, \$0.01 par value, 5,000,000 shares authorized; none issued or outstanding — — Common stock, \$0.01 par value, 50,000,000 shares authorized; 22,788,604 and 22,344,121 shares issued on September 30, 2014 and December 31, 2013, respectively 228 223 Paid-in capital 213,373 199,513 Accumulated other comprehensive income (loss) (1,797) 2,982 Retained earnings 217,164 193,532 Less cost of common stock in treasury, 6,992,446 and 6,639,497 shares on September 30, 2014 and December 31, 2013, respectively (119,954) (104,980) Total stockholders' equity 309,014 291,270	-				
Common stock, \$0.01 par value, 50,000,000 shares authorized; 22,788,604 and 22,344,121 shares issued on September 30, 2014 and December 31, 2013, respectively 228 223 Paid-in capital 213,373 199,513 Accumulated other comprehensive income (loss) (1,797) 2,982 Retained earnings 217,164 193,532 Less cost of common stock in treasury, 6,992,446 and 6,639,497 shares on September 30, 2014 and December 31, 2013, respectively (119,954) (104,980) Total stockholders' equity 309,014 291,270			_		_
issued on September 30, 2014 and December 31, 2013, respectively Paid-in capital Accumulated other comprehensive income (loss) Retained earnings 213,373 (1,797) 2,982 Retained earnings 217,164 193,532 Less cost of common stock in treasury, 6,992,446 and 6,639,497 shares on September 30, 2014 and December 31, 2013, respectively Total stockholders' equity (119,954) (104,980) 70tal stockholders' equity	•				
Accumulated other comprehensive income (loss) (1,797) 2,982 Retained earnings 217,164 193,532 428,968 396,250 Less cost of common stock in treasury, 6,992,446 and 6,639,497 shares on September 30, 2014 and December 31, 2013, respectively (119,954) (104,980) Total stockholders' equity 309,014 291,270			228		223
Retained earnings 217,164 193,532 428,968 396,250 Less cost of common stock in treasury, 6,992,446 and 6,639,497 shares on September 30, 2014 and December 31, 2013, respectively (119,954) (104,980) Total stockholders' equity 309,014 291,270	Paid-in capital		213,373		199,513
Less cost of common stock in treasury, 6,992,446 and 6,639,497 shares on September 30, 2014 and December 31, 2013, respectively (119,954) (104,980) Total stockholders' equity 309,014 291,270	Accumulated other comprehensive income (loss)		(1,797)		2,982
Less cost of common stock in treasury, 6,992,446 and 6,639,497 shares on September 30, 2014 and December 31, 2013, respectively Total stockholders' equity (104,980) 309,014 291,270	Retained earnings		217,164		193,532
December 31, 2013, respectively (119,954) (104,980) Total stockholders' equity 309,014 291,270			428,968		396,250
Total stockholders' equity 309,014 291,270			(119,954)		(104,980)
	Total liabilities and stockholders' equity	\$	451,596	\$	423,733

UNIVERSAL ELECTRONICS INC. CONSOLIDATED INCOME STATEMENTS

(In thousands, except per share amounts) (Unaudited)

		Three Months En	tember 30,	Nine Months En	ded September 30,		
		2014 2013		2014		2013	
Net sales	\$	147,780	\$	142,389	\$ 423,940	\$	393,220
Cost of sales		102,665		101,940	298,721		282,386
Gross profit		45,115	-	40,449	125,219		110,834
Research and development expenses		4,210		4,182	12,606		12,463
Selling, general and administrative expenses		27,120		25,796	81,164		74,029
Operating income		13,785		10,471	31,449		24,342
Interest income (expense), net		66		47	(21)		60
Other income (expense), net		(655)		(717)	(1,338)		(2,897)
Income before provision for income taxes		13,196		9,801	30,090		21,505
Provision for income taxes		2,325		1,178	6,458		4,095
Net income	\$	10,871	\$	8,623	\$ 23,632	\$	17,410
Earnings per share:							
Basic	\$	0.69	\$	0.56	\$ 1.50	\$	1.15
Diluted	\$	0.68	\$	0.55	\$ 1.46	\$	1.13
Shares used in computing earnings per share:							
Basic		15,723		15,324	15,764		15,129
Diluted		16,103		15,743	16,135		15,462
	-				 -		

UNIVERSAL ELECTRONICS INC. CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands) (Unaudited)

		September 30,	
		2014	2013
Cash provided by operating activities:			
Net income	\$	23,632 \$	17,410
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization		13,445	13,387
Provision for doubtful accounts		16	140
Provision for inventory write-downs		2,385	1,988
Deferred income taxes		777	127
Tax benefit from exercise of stock options and vested restricted stock		2,141	1,040
Excess tax benefit from stock-based compensation		(2,124)	(1,011)
Shares issued for employee benefit plan		703	598
Stock-based compensation		4,831	3,950
Changes in operating assets and liabilities:			
Accounts receivable		(13,988)	(12,734)
Inventories		(577)	(20,701)
Prepaid expenses and other assets		(403)	352
Accounts payable and accrued expenses		13,647	(3,015)
Accrued income taxes		(1,138)	(729)
Net cash provided by operating activities		43,347	802
Cash used for investing activities:			
Acquisition of property, plant, and equipment		(12,480)	(7,978)
Acquisition of intangible assets		(1,374)	(978)
Net cash used for investing activities		(13,854)	(8,956)
Cash provided by (used for) financing activities:			
Issuance of debt		_	19,500
Payment of debt		_	(19,500)
Proceeds from stock options exercised		6,400	8,487
Treasury stock purchased		(15,184)	(3,153)
Excess tax benefit from stock-based compensation		2,124	1,011
Net cash provided by (used for) financing activities		(6,660)	6,345
Effect of exchange rate changes on cash		(43)	1,818
Net increase (decrease) in cash and cash equivalents		22,790	9
Cash and cash equivalents at beginning of year		76,174	44,593
Cash and cash equivalents at end of period	\$	98,964 \$	44,602
Supplemental Cash Flow Information:			
Income taxes paid	\$	4,091 \$	
Interest paid	\$	— \$	44

UNIVERSAL ELECTRONICS INC. RECONCILIATION OF ADJUSTED PRO FORMA FINANCIAL RESULTS

(In thousands, except share-related data) (Unaudited)

		Three Months Ended September 30, 2014						Three Months Ended September 30, 2013																						
	'	GAAP	I	Adjustments		Adjusted Pro Forma										GAAP		djustments		Adjusted Pro Forma										
Net sales	\$	147,780	\$	_	\$	147,780	\$	142,389	\$	_	\$	142,389																		
Cost of sales (1)		102,665		(236)		102,429		101,940		(277)		101,663																		
Gross profit		45,115		236		45,351		40,449		277		40,726																		
Research and development expenses (2)		4,210		(60)		4,150		4,182		(54)		4,128																		
Selling, general and administrative expenses (3)		27,120		(2,332)		24,788		25,796		(2,368)		23,428																		
Operating income		13,785		2,628		16,413		10,471		2,699		13,170																		
Interest income (expense), net		66		_		66		47		_		47																		
Other income (expense), net		(655)		_		(655)		(717)		_		(717)																		
Income before provision for income taxes		13,196		2,628		15,824		9,801		2,699		12,500																		
Provision for income taxes (4)		2,325		649		2,974		1,178		631		1,809																		
Net income	\$	10,871	\$	1,979	\$	12,850	\$	8,623	\$	2,068	\$	10,691																		
Earnings per share diluted	\$	0.68	\$	0.12	\$	0.80	\$	0.55	\$	0.13	\$	0.68																		

			e Months Ended ptember 30, 2014						e Months Ended otember 30, 2013	
	 GAAP	Adjusted Adjustments Pro Forma			GAAP		GAAP Adjustments		Adjusted Pro Forma	
Net sales	\$ 423,940	\$		\$	423,940	\$	393,220	\$		\$ 393,220
Cost of sales (5)	298,721		(707)		298,014		282,386		(831)	281,555
Gross profit	 125,219		707		125,926		110,834		831	111,665
Research and development expenses (6)	12,606		(261)		12,345		12,463		(166)	12,297
Selling, general and administrative expenses (7)	81,164		(7,234)		73,930		74,029		(6,704)	67,325
Operating income	31,449		8,202		39,651		24,342		7,701	32,043
Interest income (expense), net	(21)		_		(21)		60		_	60
Other income (expense), net	(1,338)		_		(1,338)		(2,897)		_	(2,897)
Income before provision for income taxes	30,090		8,202		38,292		21,505		7,701	29,206
Provision for income taxes (8)	6,458		1,995		8,453		4,095		1,473	5,568
Net income	\$ 23,632	\$	6,207	\$	29,839	\$	17,410	\$	6,228	\$ 23,638
Earnings per share diluted	\$ 1.46	\$	0.38	\$	1.85	\$	1.13	\$	0.40	\$ 1.53

- (1) To reflect depreciation expense of \$0.2 million and \$0.3 million for the three months ended September 30, 2014 and 2013, respectively, related to the mark-up in fixed assets from cost to fair value as a result of acquisitions.
- (2) To reflect stock-based compensation expense for the three months ended September 30, 2014 and 2013.
- (3) To reflect amortization expense of \$0.7 million for each of the three months ended September 30, 2014 and 2013 related to intangible assets acquired as part of acquisitions. In addition, to reflect stock-based compensation expense of \$1.5 million and \$1.3 million for the three months ended September 30, 2014 and 2013, respectively. Also, to reflect other employee related restructuring costs of \$0.1 million for the three months ended September 30, 2014. In the third quarter of 2013, there were \$0.3 million of additional costs incurred relating to the settlement of a software audit for infringements that occurred prior to the acquisition of Enson Assets Limited.
- (4) To reflect the tax effect of the adjustments.
- (5) To reflect depreciation expense of \$0.7 million and \$0.8 million for the nine months ended September 30, 2014 and 2013, respectively, related to the mark-up in fixed assets from cost to fair value as a result of acquisitions.
- (6) To reflect stock-based compensation expense for the nine months ended September 30, 2014 and 2013.
- (7) To reflect amortization expense of \$2.2 million for each of the nine months ended September 30, 2014 and 2013 related to intangible assets acquired as part of acquisitions. In addition, to reflect stock-based compensation expense of \$4.6 million and \$3.8 million for the nine months ended September 30, 2014 and 2013, respectively. Also, to reflect other employee related restructuring costs of \$0.4 million for each of the nine months ended September 30, 2014 and 2013. For the nine months ended September 30, 2013, there were \$0.3 million of additional costs incurred relating to the settlement of a software audit for infringements that occurred prior to the acquisition of Enson Assets Limited.
- (8) To reflect the tax effect of the adjustments. In addition, the nine months ended September 30, 2013 also includes \$0.4 million of additional tax reserves recorded resulting from a tax audit in Hong Kong for years preceding our acquisition of Enson Assets Limited.