

EMERSON RADIO CORP  
Form 8-K  
February 18, 2015

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): February 17, 2015**

**EMERSON RADIO CORP.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State Or Other Jurisdiction**

**Of Incorporation)**

**001-07731**  
**(Commission**

**File Number)**

**22-3285224**  
**(IRS Employer**

**Identification No.)**

**3 University Plaza, Suite 405, Hackensack, NJ**  
**(Address of Principal Executive Offices)**

**07601**  
**(Zip Code)**

**Registrant's telephone number, including area code: (973) 428-2000**

**Not Applicable**

**(Former Address, if changed since Last Report) (Zip 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 (see General Instruction A.2. below):

- .. 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))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02. Results of Operations and Financial Condition.**

On February 17, 2015, Emerson Radio Corp. (the Company ) issued a press release regarding results for the fiscal quarter and nine months ended December 31, 2014. A copy of this press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this report under Item 2.02 is being furnished pursuant to Item 2.02 of Form 8-K, insofar as it discloses historical information regarding the Company s results of operations and financial condition as of and for the fiscal quarter and nine months ended December 31, 2014. In accordance with General Instructions B.2 of Form 8-K, the information in this Current Report on Form 8-K under Item 2.02, including Exhibit 99.1, shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Forward Looking Statements

This Current Report on Form 8-K, including Exhibit 99.1, contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements typically are identified by use of terms such as may, should, plan, expect, anticipate, estimate and similar words, although forward-looking statements are expressed differently. Forward-looking statements represent our management s judgment regarding future events. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, the Company can give no assurance that such expectations will prove to be correct. All statements other than statements of historical fact included in this Current Report on Form 8-K are forward-looking statements. The Company cannot guarantee the accuracy of the forward-looking statements, and you should be aware that the Company s actual results could differ materially from those contained in the forward-looking statements due to a number of factors, including the statements under Risk Factors contained in the Company s reports filed with the Securities and Exchange Commission.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 99.1      Press release, dated February 17, 2015, regarding results for the fiscal quarter and nine months ended December 31, 2014 (Exhibit 99.1 is furnished as part of this Current Report on Form 8-K).

**SIGNATURE**

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

**EMERSON RADIO CORP.**

By: /s/ Andrew L. Davis  
Name: Andrew L. Davis  
Title: Chief Financial Officer

Dated: February 17, 2015