

**UNITED STATES  
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): January 28, 2016

**Koss Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other  
Jurisdiction of  
Incorporation)

**0-3295**  
(Commission File  
Number)

**39-1168275**  
(IRS Employer  
Identification No.)

**4129 North Port Washington Avenue, Milwaukee, Wisconsin 53212**  
(Address of principal executive offices) (Zip code)

**(414) 964-5000**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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:

- 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 January 28, 2016, Koss Corporation issued a press release announcing its financial results for the quarter ended December 31, 2015. A copy of the press release is being furnished as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

The information in this report is being furnished pursuant to Item 2.02 Results of Operations and Financial Condition. In accordance with General Instruction B.2 of Form 8-K, the information in this report shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Number	Description
Exhibit 99.1	Press release of Koss Corporation dated January 28, 2016.

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**SIGNATURES**

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 hereunto duly authorized.

January 28, 2016

KOSS CORPORATION

By: /s/ Michael J. Koss

Michael J. Koss  
Chairman and Chief Executive Officer



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**NEWS RELEASE**

4129 NORTH PORT WASHINGTON AVENUE, MILWAUKEE, WI 53212 / 414 964-5000 / WWW.KOSS.COM

**FOR IMMEDIATE RELEASE****January 28, 2016****CONTACT: Michael J. Koss  
Chairman & CEO  
(414) 964-5000  
mjkoss@koss.com****Koss Sales and Net Income Increase for Q2**

**Milwaukee, Wisconsin:** Koss Corporation (NASDAQ SYMBOL: KOSS), the U.S. based high-fidelity headphone company, has reported its second quarter results for the quarter ended December 31, 2015.

"We are pleased to see the increase in sales for the quarter and for the first six months. Sales in Scandinavia and the Czech Republic have been strong," Michael J. Koss, Chairman and CEO, told employees here today. "In addition, the new partnership with our Asian distributor resulted in good sales in the first six months. However, there is continued weakness in both the Ukraine and Russia, which have historically been strong markets."

Sales for the second quarter were \$7,229,341 compared to \$7,040,150 for the same three month period one year ago, a 2.7% increase. The three month net income was \$386,632, compared to net income of \$165,586 for the second quarter last year. Diluted and basic income per common share for the quarter was \$0.05 compared to \$0.02 for the three month period one year ago.

Compared to last year, U.S. sales were lower for the quarter and for the first six months ended December 31, 2015. The Company had loss of sales to a drug store chain, lower sales through online retail and lower sales to OEM customers. There was regained strength in a mass retailer due to addition of a new product to their portfolio. Also, addition of new customers helped to offset some of the declines in certain channels.

Sales for the six months ended December 31, 2015 increased by 2.0% to \$12,760,603 compared with \$12,509,636 for the same six month period a year ago. Six month net income was \$285,828 compared to \$70,588 for the same six months last year. Diluted and basic income per common share was \$0.04 compared with \$0.01 for the same six month period a year ago.

Koss also noted that Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) from operations, which excludes unauthorized transaction related costs and recoveries as well as stock based compensation expense, was \$931,544 for the current quarter, compared to \$663,612 for the same quarter last year. For the six months ended December 31, 2015, EBITDA was \$1,051,642 compared to \$891,576 for the same six month period one year ago.

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Koss Corporation markets a complete line of high-fidelity headphones, wireless Bluetooth® speakers, computer headsets, telecommunications headsets, active noise canceling headphones, wireless headphones, and compact disc recordings of American Symphony Orchestras on the Koss Classics® label.

This press release contains forward-looking statements. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "anticipates," "believes," "estimates," "expects," "intends," "plans," "may," "will," "should," "forecasts," "predicts," "potential," "continue," or the negative of such terms and other comparable terminology. These statements are based on currently available operating, financial and competitive information and are subject to various risks and uncertainties. Actual events or results may differ materially. In evaluating forward-looking statements, you should specifically consider various factors that may cause actual results to vary from those contained in the forward-looking statements, such as general economic conditions, in particular, consumer demand for the Company's and its customers' products, competitive and technological developments, foreign currency fluctuations, and costs of operations. Shareholders, potential investors and other readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements made herein are only made as of the date of this press release and the Company undertakes no obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances or new information. In addition, such uncertainties and other operational matters are discussed further in the Company's quarterly and annual filings with the Securities and Exchange Commission.

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**KOSS CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
**(Unaudited)**

	Three Months Ended December 31		Six Months Ended December 31	
	2015	2014	2015	2014
Net sales	\$ 7,229,341	\$ 7,040,150	\$ 12,760,603	\$ 12,509,636
Cost of goods sold	4,566,518	4,629,843	8,451,445	8,256,612
Gross profit	<u>2,662,823</u>	<u>2,410,307</u>	<u>4,309,158</u>	<u>4,253,024</u>
Selling, general and administrative expenses	2,026,589	2,094,746	3,829,810	4,086,231
Interest expense	757	8,480	6,075	12,813
Income before income tax	<u>635,477</u>	<u>307,081</u>	<u>473,273</u>	<u>153,980</u>
Income tax	<u>248,845</u>	<u>141,495</u>	<u>187,445</u>	<u>83,392</u>
Net income	<u>\$ 386,632</u>	<u>\$ 165,586</u>	<u>\$ 285,828</u>	<u>\$ 70,588</u>
Income per common share:				
Basic	<u>\$ 0.05</u>	<u>\$ 0.02</u>	<u>\$ 0.04</u>	<u>\$ 0.01</u>
Diluted	<u>\$ 0.05</u>	<u>\$ 0.02</u>	<u>\$ 0.04</u>	<u>\$ 0.01</u>

**KOSS CORPORATION**  
**RECONCILIATION OF NET INCOME TO EBITDA FROM OPERATIONS**  
**(Unaudited)**

	Three Months Ended December 31		Six Months Ended December 31	
	2015	2014	2015	2014
Net income	\$ 386,632	\$ 165,586	\$ 285,828	\$ 70,588
Interest expense	757	8,480	6,075	12,813
Income tax	248,845	141,495	187,445	83,392
Unauthorized transaction related costs, net	37,475	25,000	74,950	77,492
Depreciation of equipment and leasehold improvements	128,431	167,147	251,936	328,800
Stock-based compensation expense	129,404	155,904	245,408	318,491
EBITDA from operations	<u>\$ 931,544</u>	<u>\$ 663,612</u>	<u>\$ 1,051,642</u>	<u>\$ 891,576</u>

EBITDA from operations is a non-GAAP financial measure.

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