

As filed with the Securities and Exchange Commission on January 24, 1997.

Registration No. 33-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

KOSS CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware	39-1168275
-----	-----
(State of Incorporation)	I.R.S. Employer I.D. No.
4129 North Port Washington Avenue, Milwaukee, Wisconsin	53212
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(Address of Principal Executive Offices)	(Zip Code)

KOSS CORPORATION 1990 FLEXIBLE INCENTIVE PLAN

(Full title of the plan)

Michael J. Koss
President and Chief Executive Officer
Koss Corporation
4129 North Port Washington Avenue
Milwaukee, Wisconsin 53212

(Name and address of agent for service)

414-964-5000
(Telephone number, including area code
of agent for service)

With a copy to:

Richard W. Silverthorn
Whyte Hirschboeck Dudek S.C.
111 East Wisconsin Avenue
Milwaukee, Wisconsin 53202
414-273-2100

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
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Common Stock, \$.01 par	348,128 shares	\$10.125	(1) \$3,524,796	\$1,215.45

(1) For the purpose of computing the registration fee, Koss Corporation (the

"Registrant") has used the exercise price of \$10.125 per share for all options, in accordance with Rule 457(h). This constitutes the average of the high and the low prices of the Common Stock as reported on January 17, 1997.

PART II - INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

(a) The Registrant's latest annual report filed pursuant to sections 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act").

(b) All other reports filed pursuant to sections 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant's annual report referred to in paragraph (a) above.

(c) The description of the Registrant's Common Stock contained in the registration statement filed pursuant to section 12 of the Exchange Act and all amendments thereto or reports filed for the purpose of updating such description.

(d) The Registrant's registration statement on Form S-8 for the Koss Corporation 1990 Flexible Incentive Plan, file number 33-60804.

All reports and other documents subsequently filed by the Registrant or the Koss Corporation 1990 Flexible Incentive Plan (the "Plan") pursuant to sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

ITEM 8. EXHIBITS.

- 5.1 Opinion of Whyte Hirschboeck Dudek S.C. as to the legality of the stock being registered.
- 23.1 Consent of Price Waterhouse LLP.
- 23.3 Consent of Whyte Hirschboeck Dudek S.C. included as part of Exhibit 5.1.
- 24.1 Power of Attorney.

SIGNATURES AND POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Milwaukee, State of Wisconsin, on January 21, 1997.

KOSS CORPORATION

By: /s/Michael J. Koss

Michael J. Koss, President

EXHIBIT 24.1

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael J. Koss and Richard W. Silverthorn, and

each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/Michael J. Koss ----- Michael J. Koss	President, Chief Executive Officer, Chief Operating Officer, Chief Financial Officer and Director	Janaruy 21, 1997
/s/Sujata Sachdeva ----- Sujata Sachdeva	Vice President- Finance (Principal Accounting Officer)	January 24, 1997
/s/John C. Koss ----- John C. Koss	Director and Chairman	January 21, 1997
/s/Thomas L. Doerr ----- Thomas L. Doerr	Director	January 21, 1997
/s/Victor L. Hunter ----- Victor L. Hunter	Director	January 21, 1997
/s/Lawrence S. Mattson ----- Lawrence S. Mattson	Director	January 24, 1997
/s/Martin F. Stein ----- Martin F. Stein	Director	January 21, 1997
/s/John J. Stollenwerk ----- John J. Stollenwerk	Director	January 21, 1997

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[LETTERHEAD OF WHYTE HIRSCHBOECK DUDEK S.C.]

January 21, 1997

Koss Corporation
4129 North Port Washington Avenue
Milwaukee, WI 53212

Re: Registration Statement on Form S-8

Gentlemen:

We have acted as counsel for Koss Corporation, a Delaware corporation (the "Company"), in connection with the Company's registration of its offering to its key executive employees of up to 348,128 additional shares of its \$.01 par value common stock (the "Common Stock") pursuant to the Koss Corporation 1990 Flexible Incentive Plan (the "Plan").

In such capacity, we have examined, among other documents, the Certificate of Incorporation of the Company, as amended, the Bylaws of the Company, as amended, and the Registration Statement on Form S-8 to be filed by the Company with the Securities and Exchange Commission on or shortly after the date of this letter covering the offering of the Company's Common Stock pursuant to the Plan. Based on the foregoing and such additional investigation as we have deemed necessary, it is our opinion that the shares of Common Stock to be offered under the Plan have been legally and validly authorized under the Certificate of Incorporation of the Company and the laws of the State of Delaware. When issued and paid for in accordance with the description set forth in the Registration Statement and the Plan, the Common Stock will be legally issued, fully-paid and non assessable, except as set forth in Wisconsin Statutes Section 180.0622(2)(b) as interpreted.

We have prepared this letter as attorneys admitted to practice law in the state of Wisconsin and do not purport to be experts on Delaware law, nor have we obtained an opinion of local counsel in the state of Delaware. The opinion expressed herein is based upon an examination of (a) the statutes of the state of Delaware as reported in standard compilations available to us, (b) the Certificate of Incorporation of the Company, as amended, (c) the Bylaws of the Company, as amended, (d) the Registration Statement on Form S-8, and (e) our investigation.

[LETTERHEAD OF WHYTE HIRSCHBOECK DUDEK S.C.]

January 21, 1997

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We consent to the filing of a copy of this opinion as an exhibit to the Registration Statement on Form S-8.

WHYTE HIRSCHBOECK DUDEK S.C.

By: /s/Michael J. Klinker

Michael J. Klinker

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CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated July 19, 1996, which appears on page 13 of Koss Corporation's Annual Report on Form 10-K for the year ended June 30, 1996.

/s/ Price Waterhouse LLP
PRICE WATERHOUSE LLP
Milwaukee, Wisconsin
January 17, 1997