

**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): May 10, 2018

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition.

On May 10, 2018, Koss Corporation issued a press release announcing its financial results for the quarter ended March 31, 2018. 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 May 10, 2018.

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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.

May 10, 2018

KOSS CORPORATION

By: /s/ Michael J. Koss

Michael J. Koss

Chairman and Chief Executive Officer



NEWS RELEASE

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

FOR IMMEDIATE RELEASE

May 10, 2018

**CONTACT: Michael J. Koss
Chairman & CEO
(414) 964-5000
mjkoss@koss.com**

Koss Corp. Releases Third Quarter Results

Milwaukee, Wisconsin: Koss Corporation (NASDAQ SYMBOL: KOSS), the U.S. based high-fidelity headphone company, has reported its third quarter results for the quarter ended March 31, 2018.

Sales for the third quarter were \$4,326,674, which is a 9.37% decrease from sales of \$4,773,915 for the same three month period one year ago. The three month net loss was \$812,868, compared to a net loss of \$1,117,582 for the third quarter last year. Diluted and basic loss per common share for the quarter was \$0.11 compared to \$0.15 for the three month period one year ago.

"Sales were soft in the third quarter as distributors in Europe significantly reduced their orders compared to the same period last year," Michael J. Koss Chairman and CEO said today. "The decline in export sales was partially offset by stronger sales in the domestic market, driven by increased sales to mass retail. Despite these challenges, controlled spending allowed us to reduce the net loss compared to the third quarter last year."

The results for the three months ended March 31, 2017 also included a charge to earnings to write down the inventory value on a group of close-out products.

Sales for the nine months ended March 31, 2018, decreased 8.6% from \$17,810,418 in the same period last year to \$16,277,181 in the current year. The nine month net loss was \$3,733,089 compared to \$893,259 for the same period last year. Diluted and basic loss per common share was \$0.51 for the nine months ended March 31, 2018 compared to \$0.12 for the same nine month period one year ago.

"Controlled spending has also reduced the loss before income tax for the first nine months compared to last year," Koss continued, "but the write-down of deferred tax assets to the new federal statutory rate as well as an increase in the valuation allowance for deferred tax assets in the second quarter drove an increase in tax expense for the nine months ended March 31, 2018. This caused the increased net loss compared to the same nine month period one year ago."

...

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.

KOSS CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

	Three Months Ended		Nine Months Ended	
	March 31		March 31	
	2018	2017	2018	2017
Net sales	\$ 4,326,674	\$ 4,773,915	\$ 16,277,181	\$ 17,810,418
Cost of goods sold	3,363,121	3,823,613	11,753,719	12,711,146
Gross profit	963,553	950,302	4,523,462	5,099,272
Selling, general and administrative expenses	1,772,560	1,965,698	5,220,570	5,728,860
Unauthorized transaction related (recoveries) costs, net	(1,265)	39,663	(17,445)	73,759
Interest expense	—	—	5,218	964
(Loss) before income tax provision	(807,742)	(1,055,059)	(684,881)	(704,311)
Income tax provision	5,126	62,523	3,048,208	188,948
Net (loss)	<u>\$ (812,868)</u>	<u>\$ (1,117,582)</u>	<u>\$ (3,733,089)</u>	<u>\$ (893,259)</u>
(Loss) per common share:				
Basic	<u>\$ (0.11)</u>	<u>\$ (0.15)</u>	<u>\$ (0.51)</u>	<u>\$ (0.12)</u>
Diluted	<u>\$ (0.11)</u>	<u>\$ (0.15)</u>	<u>\$ (0.51)</u>	<u>\$ (0.12)</u>