

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

for the quarterly period ended March 31, 2007

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 0-3295

KOSS CORPORATION

(Exact Name of Registrant as Specified in its Charter)

A DELAWARE CORPORATION

(State or other jurisdiction of
incorporation or organization)

39-1168275

(I.R.S. Employer Identification No.)

4129 North Port Washington Avenue, Milwaukee, Wisconsin

(Address of principal executive offices)

53212

(Zip Code)

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

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES NO

At May 1, 2007, there were 3,675,726 shares outstanding of the registrant's common stock, \$0.005 par value per share.

KOSS CORPORATION AND SUBSIDIARIES
FORM 10-Q
March 31, 2007

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PART I
FINANCIAL INFORMATION

Item 1. Financial Statements.

KOSS CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

	(Unaudited) March 31, 2007	June 30, 2006
ASSETS		
Current Assets:		
Cash	\$ 5,776,830	\$ 6,146,580
Accounts Receivable	6,107,330	6,819,852
Inventories	9,512,725	10,522,605
Other current assets	2,003,941	1,784,365
Total current assets	<u>23,400,826</u>	<u>25,273,402</u>
Property and equipment, net	2,539,927	3,037,548
Deferred income taxes	672,823	672,823
Other assets	2,249,848	2,457,840
	<u>\$ 28,863,424</u>	<u>\$ 31,441,613</u>
LIABILITIES AND STOCKHOLDERS' INVESTMENT		
Current liabilities:		
Accounts payable	\$ 983,582	\$ 1,870,256
Accrued liabilities	2,246,115	2,149,102
Income taxes	1,151,800	927,528
Dividends payable	478,067	4,202,591
Total current liabilities	<u>4,859,564</u>	<u>9,149,477</u>
Deferred compensation	1,082,830	992,830
Derivative liability	125,000	125,000
Stockholders' investment	22,796,030	21,174,306
	<u>\$ 28,863,424</u>	<u>\$ 31,441,613</u>

See accompanying notes to the condensed consolidated financial statements.

Period Ended March 31	Three Months		Nine Months	
	2007	2006	2007	2006
Net Sales	\$ 9,601,291	\$ 13,222,496	\$ 35,148,974	\$ 40,607,934
Cost of goods sold	5,998,723	8,266,958	21,540,297	24,938,947
Gross Profit	3,602,568	4,955,538	13,608,677	15,668,987
Selling general and administrative expense	2,494,886	2,615,295	7,849,596	7,912,696
Income from operations	1,107,682	2,340,243	5,759,081	7,756,291
Other income (expense)				
Royalty income	81,249	75,000	243,747	276,918
Interest income	45,842	44,191	112,991	119,661
Interest expense	—	—	—	—
Income before income tax provision	1,234,773	2,459,434	6,115,819	8,152,870
Provision for income taxes	481,639	959,316	2,385,247	3,180,288
Net Income	\$ 753,134	\$ 1,500,118	\$ 3,730,572	\$ 4,972,582
Earnings per common share:				
Basic	\$ 0.20	\$ 0.43	\$ 1.01	\$ 1.36
Diluted	\$ 0.20	\$ 0.40	\$ 0.99	\$ 1.32
Dividends per common share	\$ 0.13	\$ 0.13	\$ 0.39	\$ 0.39

See accompanying notes to the condensed consolidated financial statements.

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KOSS CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

Nine Months Ended March 31,	2007	2006
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 3,730,572	\$ 4,972,582
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	849,246	755,706
Net changes in operating assets and liabilities	(2,116,103)	(842,738)
Net cash provided by operating activities	2,463,715	4,885,550
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisition of equipment	(297,016)	(795,358)
Net cash used in investing activities	(297,016)	(795,358)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Dividends declared	(478,067)	(479,392)
Dividends paid	(964,198)	(966,173)
Purchase of common stock	(1,594,750)	(6,071,210)
Exercise of stock options	500,566	3,071,970
Net cash used in financing activities	(2,536,449)	(4,444,805)
Net decrease in cash	(369,750)	(354,613)
Cash at beginning of period	6,146,580	5,218,698
Cash at end of period	\$ 5,776,830	\$ 4,864,085

See accompanying notes to the condensed consolidated financial statements.

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KOSS CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2007
(Unaudited)

1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The financial statements presented herein are based on interim amounts. In the opinion of management, all adjustments (consisting of normal recurring accruals) necessary to present fairly the financial position, results of operations and cash flows at March 31, 2007 and for all periods presented have been made. All significant intercompany transactions have been eliminated. The income from operations for the quarter and nine months ended March 31, 2007 is not necessarily indicative of the operating results for the full year.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed consolidated financial statements be read in conjunction with the financial statements and notes thereto included in the Registrant's June 30, 2006 Annual Report on Form 10-K.

2. EARNINGS PER COMMON SHARE

Basic earnings per common share are computed based on the weighted average number of common shares outstanding. The weighted average number of common shares outstanding for the quarters ending March 31, 2007 and 2006 were 3,678,289 and 3,528,124, respectively. For the nine months ended March 31, 2007 and 2006, the weighted average number of common shares outstanding was 3,693,152 and 3,753,223, respectively when dilutive, stock options are included as share equivalents using the treasury stock method. Common stock equivalents of 58,348 and 195,574 related to stock option grants were included in the computation of the average number of shares outstanding for diluted earnings per common share for the quarters ended March 31, 2007 and 2006, respectively. Common stock equivalents of 66,783 and 105,957 related to stock option grants were included in the computation of the average number of shares outstanding for diluted earnings per common share for the nine months ended March 31, 2007 and 2006, respectively.

3. INVENTORIES

The classification of inventories is as follows:

	<u>March 31, 2007</u>	<u>June 30, 2006</u>
Raw materials and work in process	\$ 2,830,279	\$ 4,388,680
Finished goods	8,057,689	7,509,168
	<u>10,887,968</u>	<u>11,897,848</u>
LIFO reserve	(1,375,243)	(1,375,243)
	<u>\$ 9,512,725</u>	<u>\$ 10,522,605</u>

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4. STOCK PURCHASE AGREEMENT

The Company has an agreement with its Chairman, John C. Koss, to, at the request of the executor of the estate, repurchase Company common stock from his estate in the event of his death. The Company does not have the right to require the estate to sell stock to the Company. As such, this arrangement is accounted for as a written put option with the fair value of the put option recorded as a derivative liability. The fair value of the option at March 31, 2007 was \$125,000. The repurchase price is 95% of the fair market value of the common stock on the date that notice, if the estate elects, to repurchase is provided to the Company. Under the agreement, the total number of shares to be repurchased will be sufficient to provide proceeds which are the lesser of \$2,500,000 or the amount of estate taxes and administrative expenses incurred by the Chairman's estate. The Company may elect to pay the purchase price in cash or may elect to pay cash equal to 25% of the total amount due and to execute a promissory note for the balance, payable over four years, at the prime rate of interest. The Company maintains a \$1,150,000 life insurance policy to fund a substantial portion of this obligation. At March 31, 2007 and June 30, 2006, \$125,000 has been classified as a derivative liability on the Company's financial statements.

5. DIVIDENDS DECLARED

On March 14, 2007, the Company declared a quarterly cash dividends of \$0.13 per share for stockholders of record on March 30, 2007 to be paid April 13, 2007. Such dividends payable have been recorded at March 31, 2007.

6. STOCK-BASED COMPENSATION

In 1990, pursuant to the recommendation of the Board of Directors, the stockholders ratified the creation of the Company's 1990 Flexible Incentive Plan (the "1990 Plan"). The 1990 Plan is administered by a committee of the Board of Directors and provides for the granting of various stock-based awards including stock options to eligible participants, primarily officers and certain key employees. A total of 225,000 shares of common stock were available in the first year of the Plan's existence. Each year thereafter additional shares equal to .25% of the shares outstanding as of the first day of the applicable fiscal year were reserved for issuance pursuant to the 1990 Plan. On July 22, 1992, the Board of Directors authorized the reservation of an additional 250,000 shares for the 1990 Plan, which was approved by the stockholders. In 1993, the Board of Directors authorized the reservation of an additional 300,000 shares for the 1990 Plan, which was approved by the stockholders. In 1997, the Board of Directors authorized the reservation of an additional 300,000 shares for the 1990 Plan, which was approved by the stockholders. In 2001, the Board of Directors authorized the reservation of an additional 300,000 shares for the 1990 Plan, which was also approved by the stockholders. Options generally vest over four or five years, with a maximum term of five to ten years.

The Company accounts for stock options and restricted stock issued under the plan in accordance with Statement of Accounting Standards ('SFAS') No. 123 (R), "Share Based Payments". The fair value of each stock option grant was estimated as of the date of grant using the Black-Scholes pricing model. The resulting compensation cost for fixed awards with graded vesting schedules is amortized on a straight-line basis over the vesting period for the entire award. The fair value of each restricted stock grant was based on the market price of the underlying common stock as of the date of grant. The resulting compensation cost is amortized on a straight-line basis over the vesting period.

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A summary of stock option activity under the plan for the nine months ended March 31, 2007 is as follows:

	Number of Shares (in thousands)	Range of Exercise Price Per Share	Average Exercise Price
Balance, June 30, 2006	591,594	\$5.38-\$28.80	\$ 20.60
Granted	—	—	—
Exercised	(30,932)	\$5.42-\$16.80	\$ 16.18
Expired	—	—	—
Forfeited	—	—	—
Balance, March 31, 2007	560,662	\$5.38-\$28.80	\$ 20.84

	Number of Options Outstanding/Exercisable	Weighted Average Exercise Price Outstanding/Exercisable	Weighted Average Remaining Contractual Life (Years)
\$5.38-\$6.73	17,500 / 17,500	\$6.15 / \$6.15	2.7
\$15.75-\$19.12	261,162 / 181,412	\$17.60 / \$17.56	2.6
\$22.01-\$28.80	282,000 / 89,000	\$24.76 / \$23.62	4.3
	560,662 / 287,912	\$20.84 / \$18.74	

As of March 31, 2007, there was \$1,113,226 of total unrecognized compensation cost related to stock options granted under the plan. This cost is expected to be recognized over a weighted average period of 1.82 years. Total unrecognized compensation cost will be adjusted for any future changes in estimated and actual forfeitures.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Financial Condition, Liquidity and Capital Resources

Cash provided by operating activities during the nine months ended March 31, 2007 amounted to \$3,746,210. This was a result of net income for the period adjusted for changes in operating assets and liabilities, which arose primarily out of increases in other current assets, offset by the increases in accrued liabilities and income taxes payable.

Capital expenditures for new equipment (including production tooling) were \$297,016 for the nine months ended March 31, 2007. Capital expenditures for fiscal year 2007 are expected to be approximately \$600,000. The Company expects to generate sufficient funds through operations to fund these expenditures.

Stockholders' investment increased to \$22,796,030 at March 31, 2007, from \$21,174,306 at June 30, 2006. The increase reflects net income offset by (i) the effect of stock options exercised, (ii) the purchase and retirement of common stock and (iii) dividends declared and paid.

The Company amended its existing credit facility in November 2006, extending the maturity date of the unsecured line of credit to November 1, 2007. This credit facility provides for borrowings up to a maximum of \$10,000,000. The Company can use this credit facility for working capital purposes or for the purchase of its own common stock pursuant to the Company's common stock repurchase program. Borrowings under this credit facility bear interest at the bank's prime rate, or LIBOR plus 1.75%. This credit facility includes financial covenants that require the Company to maintain a minimum tangible net worth and specified current, interest coverage and leverage ratios. The Company uses its credit facility from time to time, although there was no utilization of this credit facility at March 31, 2007 or June 30, 2006. The Company did not utilize the credit facility for the nine months ended March 31, 2007.

In April of 1995, the Board of Directors approved a stock repurchase program authorizing the Company to purchase from time to time up to \$2,000,000 of its common stock for its own account. Subsequently, the Board of Directors periodically has approved increases in the stock repurchase program. The most recent increase was for an additional \$2,000,000 in October 2006, for a maximum of \$45,500,000. The Company intends to effectuate all stock purchases either on the open market or through privately negotiated transactions, and intends to finance all stock purchases through its own cash flow or by borrowing for such purchases.

For the quarter ended March 31, 2007, the Company purchased 4,979 shares of its common stock at an average net price of \$20.97 per share, for a total net purchase price of \$104,429. For the nine months ended March 31, 2007, the Company purchased 71,068 shares of its common stock at an average net price of \$22.43 per share, for a total net purchase price of \$1,594,750.

From the commencement of the Company's stock repurchase program through March 31, 2007, the Company has purchased a total of 5,394,009 shares for a total gross purchase price of \$51,198,937, (representing an average gross purchase price of \$9.49 per share) and a total net purchase price of \$40,375,194 (representing an average net purchase price of \$7.48 per share). The difference between the total gross purchase price and the total net purchase price is the result of the Company receiving from employees cash acquired from such employees pursuant to the Company's stock option program. In determining the dollar amount available for additional purchases under the stock repurchase program, the Company uses the total net purchase price by the Company for all stock purchases, as authorized by the Board of Directors.

The Company also has an Employee Stock Ownership Plan and Trust ("ESOP") pursuant to which shares of the Company's common stock are purchased by the ESOP for allocation to the accounts of ESOP participants. During the quarter ended March 31, 2007, the Company contributed \$49,693 to the ESOP for the purchase of 2,282 shares of the Company's common stock from the ESOP at an average price of \$21.77 per share for a total purchase price of \$49,693 which was effective as of January 16, 2007.

Results of Operations

Net sales for the quarter ended March 31, 2007 fell 27% to \$9,601,291 from \$13,222,196 for the same period in 2006. Net sales for the nine months ended March 31, 2007 were \$35,148,974 down 13% compared with \$40,607,934 during the same nine months one year ago. The decrease was primarily attributable to reductions in shipments of stereo headphones to automotive companies to include with the production of their cars. Since the production of specific

automobile models that include rear seat entertainment systems that make use of our products appears to have been reduced, the Company has experienced a corresponding reduction in orders. Also, orders for the Company's products from box

retailers continued to decline primarily due to model reductions which occurred during the fourth quarter of the Company's prior fiscal year. In addition, sales in export markets throughout Europe and South America declined by 18% during the quarter ended March 31, 2007.

Gross profit as a percent of net sales was 38% for the quarter ended March 31, 2007 up 1% from the same period in the prior year. For both nine month periods ended March 31, 2007 and 2006, the gross profit percentage was 39% and 39% respectively.

Selling, general and administrative expenses for the quarter ended March 31, 2007 were \$2,494,886 or 26% of net sales, compared to \$2,615,295 or 20% of net sales for the same period in 2006. For the nine month period ended March 31, 2007, these expenses were \$7,849,596 or 22% of net sales, compared to \$7,912,696 or 19% of net sales, for the same period in 2006.

For the third quarter ended March 31, 2007, income from operations was \$1,107,682 versus \$2,340,243 for the same period in the prior year, a 53% change. Income from operations for the nine months ended March 31, 2007 was \$5,759,081 as compared to \$7,756,291 for the same period in 2006, a 26% change. Income from operations decreased primarily as a result of decreased net sales for the quarter and nine months ended March 31, 2007.

Net income decreased by 50%, from \$1,500,118 to \$753,134 for the same three months. Net income decreased by 25% from \$4,972,582 to \$3,730,572 for the same nine months ending March 31, 2006. Net income decreased primarily as a result of decreased net sales for the quarter and nine months ended March 31, 2007.

Royalty income for the quarter ended March 31, 2007 was \$81,249, compared to \$75,000 for the quarter ended March 31, 2006. For the nine month period ended March 31, 2007, royalty income was \$243,747 compared to \$276,918 for the period ending March 31, 2006. The decrease in royalty income was primarily a result of lower sales from the Company's primary licensee.

Interest income for the quarter was \$45,842 as compared to \$44,191 for the same quarter in 2006. For the nine month period interest income was \$112,991 compared to \$119,661. Interest income fluctuates in relation to cash balances on hand throughout the year and fluctuations in interest rates earned, and cash on hand was generally higher during the quarter, due to increased sales.

The provision for income taxes for the quarter ended March 31, 2007, was \$481,639 compared with \$959,316 for the same period last year. For the nine months ended March 31, 2007, the provision for income taxes was \$2,385,247 compared with \$3,180,288 for the same period last year. The effective tax rate was 39% for each of the quarters.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Recently Issued Financial Accounting Pronouncements

In June 2006, the Financial Accounting Standards Board ("FASB") issued Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" (FIN 48). FIN48 clarifies the accounting for uncertainty in income taxes recognized in financial statements in accordance with SFAS No. 109, "Accounting for Income Taxes." This interpretation prescribes a recognition threshold and measurement attribute of tax positions taken or expected to be taken on a tax return. This Interpretation is effective for fiscal years

beginning after December 15, 2006. We are currently evaluating the impact FIN 48 will have on our financial position or results of operation.

In September 2006, the Securities and Exchange Commission staff issued Staff Accounting Bulletin (SAB) No. 106, "*Financial Statements – Concerning the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements*". SAB No. 108 requires analysis of misstatements using both an income statement (rollover) approach and a balance sheet (iron curtain) approach in assessing materiality and provides for a one-time cumulative effect transition adjustment. SAB No. 108 will be effective for us at the end of our current fiscal year. The adoption of SAB No. 108 is not expected to have a significant impact on our consolidated results of operations, financial position or cash flow.

In September 2006, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 157, "*Fair Value Measurements*" ("SFAS 157"). SFAS 157 addresses how companies should measure fair value when they are required to use a fair value measure for recognition and disclosure purposes under generally accepted accounting principles. SFAS 157 will require the fair value of an asset or liability to be based on a market based measure which will reflect the credit risk of the company. SFAS 157 will also require expanded disclosure requirements which will include the methods and assumptions used to measure fair value and the effect of fair value measures on earnings. SFAS 157 will be applied prospectively and will be effective for fiscal years beginning after November 15, 2007 and to interim periods within those fiscal years. SFAS 157 is applicable for us at the beginning of our fiscal year ended June 30, 2009. We are currently assessing the impact SFAS 157 will have on our consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, "*The Fair Value Option for Financial Assets and Financial Liabilities*" ("SFAS 159"). SFAS 159 would allow companies an irrevocable election to measure certain financial assets and liabilities at fair value, with unrealized gains and losses on the elected items recognized in earnings at each reporting period. The fair value option may only be elected at the time of initial recognition of a financial asset or financial liability or upon the occurrence of certain specified events. The election is applied on an instrument by instrument basis, with a few exceptions, and is applied only to entire instruments and not portions of instruments. SFAS 159 also provides expanded disclosure requirements regarding the effects of electing the fair

value option on the financial statements. SFAS 159 is effective prospectively for fiscal years beginning after November 15, 2007. We are currently evaluating SFAS 159 and have not yet determined the financial assets and liabilities, if any, for which the fair value option would be elected or the potential impact on the consolidated financial statements, if such election were made.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

In management’s opinion, the Company does not engage in any material risk sensitive activities and does not have any market risk sensitive instruments, other than the Company’s commercial credit facility used for working capital purposes and stock repurchases as disclosed in the “Financial Condition, Liquidity

and Capital Resources” section of “Management’s Discussion and Analysis of Financial Conditions and Results of Operations,” above.

Item 4. Controls and Procedures.

- (a) *Evaluation of Disclosure Controls and Procedures.* The Company maintains a system of disclosure controls and procedures that are designed to provide reasonable assurance that information, which is required to be timely disclosed, is accumulated and communicated to management in a timely fashion. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. The Company, under the supervision and with the participation of the Company’s management, including the Company’s Chief Executive Officer/Chief Financial Officer, after evaluating the effectiveness of the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15(d)-15(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) as of the end of the period covered by this report, has concluded that the Company’s disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company’s management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure and are effective to provide reasonable assurance that such information is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms.
- (b) *Changes in Internal Controls.* The Company’s internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) is designed to provide reasonable assurances regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. There were no changes in the Company’s internal control over financial reporting that occurred during the Company’s most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting. However, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected.

**PART II
OTHER INFORMATION**

Item 1A Risk Factors

In addition to the other information set forth in this report, you should carefully consider the risk factors discussed in our Annual Report on Form 10-K for the year ended June 30, 2006, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risk and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

Item 2 Unregistered Sales of Equity Securities and Use of Proceeds

The following table presents information with respect to purchases of common stock of the Company made during the three months ended March 31, 2007, by the Company.

COMPANY REPURCHASES OF EQUITY SECURITIES

Period (2007)	Total # of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan (1)	Approximate Dollar Value of Shares Available under Repurchase Plan
January 1 – January 31	0	\$ 0.00	0	\$ 2,413,715
February 1 – February 28	4,050	\$ 21.31	4,050	\$ 2,328,523
March 1 – March 31	929	\$ 20.74	929	\$ 2,309,277

(1) In April of 1995, the Board of Directors approved a stock repurchase program authorizing the Company to purchase from time to time up to \$2,000,000 of its common stock for its own account. Subsequently, the Board of Directors periodically has approved increases in the stock repurchase program. The most recent increase was for an additional \$2,000,000 in October 2006, for a maximum of \$45,500,000.

Item 3 Defaults Upon Senior Securities

None.

Item 4 Submission of Matters to a Vote of Security Holders

None.

Item 5 Other Information

None.

Item 6 Exhibits

See Exhibit Index attached hereto.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Form 10-Q contains forward-looking statements within the meaning of that term in the Private Securities Litigation Reform Act of 1995 (the "Act") (Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934). Additional written or oral forward-looking statements may be made by the Company from time to time in filings with the Securities Exchange Commission, press releases, or otherwise. Statements contained in this Form 10-Q that are not historical facts are forward-looking statements made pursuant to the safe harbor provisions of the Act. Forward-

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looking statements may include, but are not limited to, projections of revenue, income or loss and capital expenditures, statements regarding future operations, anticipated financing needs, compliance with financial covenants in loan agreements, plans for acquisitions or sales of assets or businesses, plans relating to products or services of the Company, assessments of materiality, predictions of future events, the effects of pending and possible litigation, and assumptions relating to the foregoing. In addition, when used in this Form 10-Q, the words "anticipates," "believes," "estimates," "expects," "intends," "plans," "forecasts" and variations thereof and similar expressions are intended to identify forward-looking statements.

Forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified based on current expectations. Consequently, future events and actual results could differ materially from those set forth in, contemplated by, or underlying the forward-looking statements contained in this Form 10-Q, or in other Company filings, press releases, or otherwise. In addition to the factors discussed in this Form 10-Q, other factors that could contribute to or cause such differences include, but are not limited to, developments in any one or more of the following areas: future fluctuations in economic conditions, the receptivity of consumers to new consumer electronics technologies, the rate and consumer acceptance of new product introductions, competition, pricing, the number and nature of customers and their product orders, production by third party vendors, foreign manufacturing, sourcing and sales (including foreign government regulation, trade and importation concerns), borrowing costs, changes in tax rates, pending or threatened litigation and investigations, and other risk factors which may be detailed from time to time in the Company's Securities and Exchange Commission filings.

Readers are cautioned not to place undue reliance on any forward-looking statements contained herein, which speak only as of the date hereof. The Company undertakes no obligation to publicly release the result of any revisions to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unexpected events.

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Signatures

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

KOSS CORPORATION

Date: May 11, 2007

/s/ Michael J. Koss

Michael J. Koss
Vice Chairman, President,
Chief Executive Officer,
Chief Financial Officer

Date: May 11, 2007

/s/ Sue Sachdeva

Sue Sachdeva
Vice President—Finance,
Secretary

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EXHIBIT INDEX

Exhibit No.	Exhibit Description
3.1	Certificate of Incorporation of Koss Corporation. Filed as Exhibit 3.1 to the Company's Annual Report on Form 10-K for the year ended June 30, 1996 and incorporated herein by reference.
3.2	By-Laws of Koss Corporation, as in effect on September 25, 1996. Filed as Exhibit 3.2 to the Company's Annual Report on Form 10-K for the year ended June 30, 1996 and incorporated herein by reference.
10.1	Death Benefit Agreement with John C. Koss. Filed as Exhibit 10.4 to the Company's Annual Report on Form 10-K for the year ended June 30, 1996 and incorporated herein by reference.
10.2	Stock Purchase Agreement with John C. Koss. Filed as Exhibit 10.5 to the Company's Annual Report on Form 10-K for the year ended June 30, 1996 and incorporated herein by reference.
10.3	Salary Continuation Resolution for John C. Koss. Filed as Exhibit 10.6 to the Company's Annual Report on Form 10-K for the year ended June 30, 1996 and incorporated herein by reference.
10.4	1983 Incentive Stock Option Plan. Filed as Exhibit 10.7 to the Company's Annual Report on Form 10-K for the year ended June 30, 1996 and incorporated herein by reference.
10.5	Assignment of Lease to John C. Koss. Filed as Exhibit 10.7 to the Company's Annual Report on Form 10-K for the year ended June 30, 1988 and incorporated herein by reference.
10.6	Addendum to Lease. Filed as Exhibit 10.8 to the Company's Annual Report on Form 10-K for the year ended June 30, 1988 and incorporated herein by reference.
10.7	Amendment to Lease. Filed as Exhibit 10.22 to the Company's Annual Report on Form 10-K for the year ended June 30, 2000 and incorporated herein by reference.
10.8	Partial Assignment, Termination and Modification of Lease. Filed as Exhibit 10.25 to the Company's Annual Report on Form 10-K for the year ended June 30, 2001 and incorporated herein by reference.
10.9	Restated Lease. Filed as Exhibit 10.26 to the Company's Annual Report on Form 10-K for the year ended June 30, 2001 and incorporated herein by reference.
10.10	1990 Flexible Incentive Plan. Filed as Exhibit 25 to the Company's Annual Report on Form 10-K for the year ended June 30, 1990 and incorporated herein by reference.
10.11	Consent of Directors (Supplemental Executive Retirement Plan for Michael J. Koss dated March 7, 1997). Filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1997 and incorporated herein by reference.
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10.12	Loan Agreement, effective as of February 17, 1995. Filed as Exhibit 10 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1995 and incorporated herein by reference.
10.13	Amendment to Loan Agreement dated June 15, 1995, effective as of February 17, 1995. Filed as Exhibit 10.13 to the Company's Annual Report on Form 10-K for the year ended June 30, 1995 and incorporated herein by reference.
10.14	Amendment to Loan Agreement dated April 29, 1999. Filed as Exhibit 10.14 to the Company's Annual Report on Form 10-K for the year ended June 30, 1999 and incorporated herein by reference.
10.15	Amendment to Loan Agreement dated December 15, 1999. Filed as Exhibit 10.15 to the Company's Annual Report on Form 10-K for the year ended June 30, 2000 and incorporated herein by reference.
10.16	Amendment to Loan Agreement dated October 10, 2001. Filed as Exhibit 10.16 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2001 and incorporated herein by reference.
10.17	License Agreement dated June 30, 1998 between Koss Corporation and Logitech Electronics Inc. (including Addendum to License Agreement dated June 30, 1998). Filed as Exhibit 10.18 to the Company's Annual Report on Form 10-K for the year ended June 30, 1998 and incorporated herein by reference.
10.18	Amendment and Extension Agreement between Koss Corporation and Logitech Electronics Inc. dated May 1, 2001. Filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2001 and incorporated herein by reference.
10.19	License Agreement dated June 30, 2003 between Koss Corporation and Sonigem Products, Inc. Filed as Exhibit 10.19 to the Company's Annual Report on Form 10-K for the year ended June 30, 2005 and incorporated herein by reference.

- 10.20 Amendment to License Agreement dated August 1, 2005, between Koss Corporation and Sonigem Products, Inc. Filed as Exhibit 10.20 to the Company's Annual Report on Form 10-K for the year ended June 30, 2005 and incorporated herein by reference.
- 31.1 Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer/Chief Financial Officer *
- 32.1 Section 1350 Certification of Chief Executive Officer/Chief Financial Officer **

* Filed herewith
** Furnished herewith

KOSS CORPORATION

CERTIFICATION*

I, Michael J. Koss, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Koss Corporation;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and we have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
 - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 11, 2007

/s/ Michael J. Koss

Michael J. Koss

Chief Executive Officer, President and

Chief Financial Officer

* Since Michael J. Koss is both the principal executive officer and the principal financial officer of the registrant, only one certification is provided.

Certification Pursuant to 18 U.S.C. Section 1350,
as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Form 10-Q of Koss Corporation (the "Company") for the quarter ended March 31, 2007, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael J. Koss, Chief Executive Officer and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended, and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Michael J. Koss

Michael J. Koss
Chief Executive Officer and
Chief Financial Officer

Date: May 11, 2007

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 (as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002) and is not being filed as part of the Report or as a separate disclosure document.
