

**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): October 29, 2015

**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 October 29, 2015, Koss Corporation issued a press release announcing its financial results for the quarter ended September 30, 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

<b>Number</b>	<b>Description</b>
Exhibit 99.1	Press release of Koss Corporation dated October 29, 2015.

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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.

October 29, 2015

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****October 29, 2015****CONTACT: Michael J. Koss  
Chairman & CEO  
(414) 964-5000  
mjkoss@koss.com****Koss Corporation Reports First Quarter Results**

**Milwaukee, Wisconsin:** Koss Corporation (NASDAQ SYMBOL: KOSS), the U.S. based high-fidelity headphone company, has reported its first quarter results for the quarter ended September 30, 2015.

Sales for the first quarter were \$5,531,262 compared to \$5,469,486 for the same three month period one year ago, a 1.1% increase. The three month net loss was \$100,804, compared to a net loss of \$94,998 for the first quarter last year. Diluted loss per common share for the quarter was \$0.01, which was the same as the three month period one year ago.

"The first quarter of our fiscal year is typically the slowest quarter in terms of sales. Sales for the first quarter were lower than we expected, with some orders shifting into the beginning of the second quarter. We did have some bright spots with a new headphone driving increased sales in mass retail and new customers coming on line both domestically and in Asia. However, we are still experiencing very mixed and choppy sales with several export distributors and certain customers in the U.S.," Michael J. Koss, Chairman and CEO, told employees here today.

...

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

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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 OPERATIONS**  
**(Unaudited)**

	Three Months Ended September 30	
	2015	2014
Net sales	\$ 5,531,262	\$ 5,469,486
Cost of goods sold	3,884,927	3,626,769
Gross profit	1,646,335	1,842,717
Selling, general and administrative expenses	1,803,221	1,991,485
Interest expense	5,318	4,333
(Loss) before income tax (benefit)	(162,204)	(153,101)
Income tax (benefit)	(61,400)	(58,103)
Net (loss)	\$ (100,804)	\$ (94,998)
(Loss) per common share:		
Basic	\$ (0.01)	\$ (0.01)
Diluted	\$ (0.01)	\$ (0.01)

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

	Three Months Ended September 30	
	2015	2014
Net (loss)	\$ (100,804)	\$ (94,998)
Interest expense	5,318	4,333
Income tax (benefit)	(61,400)	(58,103)
Unauthorized transaction related costs, net	37,475	52,492
Depreciation of equipment and leasehold improvements	123,505	161,653
Stock-based compensation expense	116,004	162,587
EBITDA from operations	<u>\$ 120,098</u>	<u>\$ 227,964</u>

EBITDA from operations is a non-GAAP financial measure.

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