

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>KOSS MICHAEL J</u>  (Last) (First) (Middle) <u>C/O KOSS CORPORATION</u> <u>4129 N. PORT WASHINGTON AVE.</u>  (Street) <u>MILWAUKEE WI 53212</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>KOSS CORP [ KOSS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;"><b>President and CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/01/2021		M		160,000	A	\$2.42	1,023,907	D	
Common Stock	02/01/2021		S		30,000	D	\$46.12	993,907	D	
Common Stock	02/01/2021		S		10,000	D	\$41.55	983,907	D	
Common Stock	02/01/2021		S		86,000	D	\$39.61 <sup>(1)</sup>	897,907	D	
Common Stock	02/01/2021		S		39,000	D	\$39.02 <sup>(2)</sup>	858,907	D	
Common Stock	02/01/2021		S		25,000	D	\$37.56 <sup>(3)</sup>	833,907	D	
Common Stock	02/01/2021		S		25,000	D	\$48.26	832,949	I	As co-trustee of Nancy Koss Trust <sup>(4)</sup>
Common Stock	02/01/2021		S		5,000	D	\$44	827,949	I	As co-trustee of Nancy Koss Trust <sup>(4)</sup>
Common Stock	02/01/2021		S		20,000	D	\$41.81 <sup>(5)</sup>	807,949	I	As co-trustee of Nancy Koss Trust <sup>(4)</sup>
Common Stock	02/01/2021		S		20,000	D	\$35.01	787,949	I	As co-trustee of Nancy Koss Trust <sup>(4)</sup>
Common Stock	02/01/2021		S		34,000	D	\$60	81,122	I	As co-trustee of trusts for children <sup>(6)</sup>
Common Stock	02/02/2021		S		30,000	D	\$19.84	757,949	I	As co-trustee of Nancy Koss Trust <sup>(4)</sup>
Common Stock								1,000,885	I	As co-trustee of Koss Family Trust <sup>(4)</sup>
Common Stock								158,091	I	ESOP
Common Stock								983,800	I	By family corporation <sup>(7)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares				
Stock Option (Right to Buy)	\$2.42	02/01/2021		M			160,000	(8)	07/27/2021	Common Stock	160,000	\$0.00	0	D	

**Explanation of Responses:**

- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.15 to \$40.15, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.01 to \$39.05, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.50 to \$37.65, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reporting person and members of his immediate family are the sole beneficiaries of the trust. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.50 to \$42.11, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- These shares are held through three separate trusts. Each trust benefits an adult child of the reporting person. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- This option vests in four equal annual installments beginning on July 27, 2017.

**Remarks:**

/s/ David D. Smith, as attorney-in-fact      02/03/2021

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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