

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 JOHN C JR</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Vice President - Sales</u>
	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	01/13/2020		J ⁽¹⁾	V	24,000	D	\$0.00	8,000	I	Custodian
Common Stock	01/23/2020		J ⁽¹⁾	V	8,000	D	\$0.00	0	I	Custodian
Common Stock	02/01/2021		M		100,000	A	\$2.42	456,294	D	
Common Stock	02/01/2021		M		75,000	A	\$1.95	531,294	D	
Common Stock	02/01/2021		M		50,000	A	\$2.92	581,294	D	
Common Stock	02/01/2021		M		25,000	A	\$2.17	606,294	D	
Common Stock	02/01/2021		S		12,267	D	\$45.62	594,027	D	
Common Stock	02/01/2021		S		96,250	D	\$42.24 ⁽²⁾	497,777	D	
Common Stock	02/01/2021		S		35,283	D	\$41.11 ⁽³⁾	462,494	D	
Common Stock	02/01/2021		S		47,033	D	\$39.13 ⁽⁴⁾	415,461	D	
Common Stock	02/01/2021		S		16,000	D	\$38.26 ⁽⁵⁾	399,461	D	
Common Stock	02/01/2021		S		43,167	D	\$36.63 ⁽⁶⁾	356,294	D	
Common Stock	02/01/2021		S		25,000	D	\$35.06 ⁽⁷⁾	331,294	D	
Common Stock	02/01/2021		S		10,000	D	\$34.04	321,294	D	
Common Stock	02/01/2021		S		10,000	D	\$55.18	17,779	I	By 401(k)
Common Stock	02/01/2021		S		17,779	D	\$49.47	0	I	By 401(k)
Common Stock	02/01/2021		S		25,000	D	\$48.26	832,949	I	As co-trustee of Nancy Koss Trust ⁽⁸⁾
Common Stock	02/01/2021		S		5,000	D	\$44	827,949	I	As co-trustee of Nancy Koss Trust ⁽⁸⁾
Common Stock	02/01/2021		S		20,000	D	\$41.81 ⁽⁹⁾	807,949	I	As co-trustee of Nancy Koss Trust
Common Stock	02/01/2021		S		20,000	D	\$35.01	787,949	I	As co-trustee of Nancy Koss Trust ⁽⁸⁾
Common Stock	02/02/2021		S		35,000	D	\$23.56	286,294	D	

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	02/02/2021		S		5,133	D	\$18.07	281,161	D	
Common Stock	02/02/2021		S		30,000	D	\$19.84	757,949	I	As co-trustee of Nancy Koss Trust ⁽¹⁰⁾
Common Stock								119,392	I	ESOP
Common Stock								1,000,885	I	As co-trustee of Koss Family Trust ⁽¹⁰⁾

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 or Number of Shares				
Stock Option (right to buy)	\$2.42	02/01/2021		M			100,000	(11)	07/27/2021	Common Stock	100,000	\$0.00	0	D	
Stock Option (right to buy)	\$1.95	02/01/2021		M			75,000	(12)	07/26/2022	Common Stock	75,000	\$0.00	25,000	D	
Stock Option (right to buy)	\$2.92	02/01/2021		M			50,000	(13)	07/25/2023	Common Stock	50,000	\$0.00	50,000	D	
Stock Option (right to buy)	\$2.17	02/01/2021		M			25,000	(14)	07/24/2024	Common Stock	25,000	\$0.00	75,000	D	

Explanation of Responses:

- The transaction is a distribution of shares of Common Stock, for no consideration, from a custodial account of which the reporting person served as custodian, to the reporting person's adult daughter, who does not share the reporting person's household.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.02 to \$42.56, 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 \$40.70 to \$41.40, 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 \$38.60 to \$39.60, 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 \$38.05 to \$38.50, 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 \$36.75 to \$37.05, 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 \$35.02 to \$35.20, 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.
- 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.
- This option vests in four equal annual installments beginning on July 27, 2017.
- This option vests in four equal annual installments beginning on July 26, 2018.
- This option vests in four equal annual installments beginning on July 25, 2019.
- This option vests in four equal annual installments beginning on July 24, 2020.

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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