

**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 28, 2022

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.005 par value per share	KOSS	Nasdaq Capital Market

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 October 28, 2022, Koss Corporation issued a press release (the “Press Release”) announcing its financial results for the quarter and year ended September 30, 2022. 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 Item 2.02 Results of Operations and Financial Condition, including Exhibit 99.1 attached hereto, is being furnished pursuant to Item 2.02 of Form 8-K. In accordance with General Instruction B.2 of Form 8-K, the information in this Item 2.02 and Exhibit 99.1 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 October 28, 2022](#)

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 28, 2022

KOSS CORPORATION

By: /s/ Michael J. Koss
Michael J. Koss
Chairman and Chief Executive Officer

FOR IMMEDIATE RELEASE
October 28, 2022

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

Koss Corporation Releases First Quarter Results

Milwaukee, Wisconsin: Koss Corporation (NASDAQ: KOSS) (the “Company”), the U.S. based high-fidelity headphone company, has reported its results for the first quarter ended September 30, 2022.

Sales for the first quarter of the current fiscal year were \$3,354,529, a decline of 23.2% compared to \$4,365,067 for the same period in the prior year. Net income for the three months ended September 30, 2022 increased to \$9,944,743, compared to a net loss of \$99,359 for the same three-month period one year ago. Basic income per common share for the quarter was \$1.09 compared to basic loss per common share of \$0.01 for the three-month period one year ago. Diluted income per common share for the quarter was \$1.01 compared to diluted loss per common share of \$0.01 for the three-month period one year ago.

“Softness in certain of our domestic distributors as a result of tighter inventory management and diminishing COVID stimulus money, coupled with a marked reduction in sales to Europe, drove the decline in overall sales for the quarter,” Michael J. Koss, Chairman and CEO, said today. “Fortunately gains experienced with other US distributors, which nearly doubled over the same period in the prior year, and appreciable growth in our direct-to-consumer (DTC) business helped to offset some of the decline.”

“Gross margins were slightly below the prior year’s first quarter,” Koss continued. “While the mix of sales was favorable with increased higher margin DTC and other US distribution sales, the impact of working through inventory purchased at higher freight rates negatively affected the margins. The Company did benefit from lower freight rates during the quarter as a result of reduced container demand, however, the renewed threat of rail strikes could result in increased future costs.”

About Koss Corporation

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.

Forward-Looking Statements

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 “aims,” “anticipates,” “believes,” “estimates,” “expects,” “intends,” “plans,” “thinks,” “may,” “will,” “shall,” “should,” “could,” “would,” “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, inflationary cost environment, supply chain disruption, the impacts of the COVID-19 pandemic, geopolitical instability and war, 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 OPERATIONS
(Unaudited)

	Three Months Ended	
	September 30	
	2022	2021
Net sales	\$ 3,354,529	\$ 4,365,067
Cost of goods sold	2,168,305	2,783,230
Gross profit	<u>1,186,224</u>	<u>1,581,837</u>
Selling, general and administrative expenses	<u>23,670,596</u>	<u>1,780,798</u>
(Loss) from operations	(22,484,372)	(198,961)
Other income	33,000,000	100,000
Interest income	<u>27,056</u>	<u>633</u>
Income (loss) before income tax provision	10,542,684	(98,328)
Income tax provision	<u>597,941</u>	<u>1,031</u>
Net income (loss)	<u>\$ 9,944,743</u>	<u>\$ (99,359)</u>
Income (loss) per common share:		
Basic	<u>\$ 1.09</u>	<u>\$ (0.01)</u>
Diluted	<u>\$ 1.01</u>	<u>\$ (0.01)</u>
Weighted-average number of shares:		
Basic	<u>9,157,284</u>	<u>8,843,946</u>
Diluted	<u>9,849,043</u>	<u>8,843,946</u>