

**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): **June 8, 2010 (June 3, 2010)**

**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))

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**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On June 3, 2010, Koss Corporation ("Koss") received notice from The NASDAQ Stock Market ("NASDAQ") that because Koss's Form 10-Q for the period ended March 31, 2010 did not contain financial statements, it is incomplete and does not comply with Listing Rule 5250(c)(1), which requires the timely filing of periodic financial statements. The unaudited consolidated quarterly financial statements for the period ended March 31, 2010 were delayed as a result of the restatement of Koss's financial statements in connection with certain previously reported unauthorized transactions.

As previously reported, Koss received a similar notice from NASDAQ relating to Koss's quarterly report on Form 10-Q for the period ended December 31, 2009 as filed on February 16, 2010 for the same reason. Based on the timing proposed by Koss in its compliance plan submitted to NASDAQ, NASDAQ granted Koss an exception until June 30, 2010 to file a revised Form 10-Q for the period ended December 31, 2009 that includes the required financial statements.

With respect to the Form 10-Q for the period ended March 31, 2010, Koss is required to submit to NASDAQ an update to its plan to regain compliance with Listing Rule 5250(c)(1) by June 18, 2010. The update is required to include Koss's plans to file the Form 10-Q for the period ended March 31, 2010, and to indicate the progress Koss has made towards implementing the plan submitted in connection with the Form 10-Q for the period ended December 31, 2009. Any additional exceptions to allow Koss to regain compliance with all of its delinquent filings will be limited to the maximum of 180 calendar days from the due date of the Form 10-Q for the period ended December 31, 2009, or August 16, 2010.

Koss intends to submit the required compliance plan to NASDAQ by the June 18, 2010 deadline, and to file the revised Forms 10-Q for the periods ended December 31, 2010 and March 31, 2010 that include the required financial statements by June 30, 2010.

A copy of the press release issued on June 8, 2010 relating to this notification is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

- (d) Exhibits

<u>Number</u>	<u>Description</u>
Exhibit 99.1	Press Release of Koss Corporation dated June 8, 2010 regarding non-compliance with NASDAQ's continued listing rules.

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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 thereunto duly authorized.

Dated: June 8, 2010

KOSS CORPORATION

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

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**INDEX TO EXHIBITS**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of Koss Corporation dated June 8, 2010 regarding non-compliance with NASDAQ's continued listing rules.

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NEWS RELEASE

4129 NORTH PORT WASHINGTON AVENUE, MILWAUKEE, WI 53212 / 414 964-5000 / WWW.KOSS.COM

**FOR IMMEDIATE RELEASE**  
**June 8, 2010**

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

### **Koss Receives Notice of Non-Compliance with NASDAQ Continued Listing Requirements**

**Milwaukee, Wisconsin:** Koss Corporation (NASDAQ SYMBOL: KOSS), the U.S. based high-fidelity stereophone leader, received notice on June 3, 2010 from The NASDAQ Stock Market ("NASDAQ") that because Koss's Form 10-Q for the period ended March 31, 2010 did not contain financial statements, it is incomplete and does not comply with Listing Rule 5250(c)(1), which requires the timely filing of periodic financial statements. The unaudited consolidated quarterly financial statements for the period ended March 31, 2010 were delayed as a result of the restatement of Koss's financial statements in connection with certain previously reported unauthorized transactions.

"We have made significant progress in our restatement efforts, and we currently remain on schedule to submit our restated financial statements for the reporting periods affected by the unauthorized transactions by June 30, 2010," Michael J. Koss, CEO and President said today.

As previously reported, Koss received a similar notice from NASDAQ relating to Koss's quarterly report on Form 10-Q for the period ended December 31, 2009 as filed on February 16, 2010 for the same reason. Based on the timing proposed by Koss in its compliance plan submitted to NASDAQ, NASDAQ granted Koss an exception until June 30, 2010 to file a revised Form 10-Q for the period ended December 31, 2009 that includes the required financial statements.

With respect to the Form 10-Q for the period ended March 31, 2010, Koss is required to submit to NASDAQ an update to its plan to regain compliance with Listing Rule 5250(c)(1) by June 18, 2010. The update is required to include Koss's plans to file the Form 10-Q for the period ended March 31, 2010, and to indicate the progress Koss has made towards implementing the plan submitted in connection with the Form 10-Q for the period ended December 31, 2009. Any additional exceptions to allow Koss to regain compliance with all of its delinquent filings will be limited to the maximum of 180 calendar days from the due date of the Form 10-Q for the period ended December 31, 2009, or August 16, 2010.

Mr. Koss stated that the Company intends to submit the required compliance plan to NASDAQ by the June 18, 2010 deadline, and to file the revised Forms 10-Q for the periods ended December 31, 2010 and March 31, 2010 that include the required financial statements by June 30, 2010.

Koss Corporation markets a complete line of high-fidelity stereophones, speaker-phones, computer headsets, telecommunications headsets, active noise canceling stereophones, wireless stereophones, 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 "may," "will," "should," "forecasts," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of such terms and other comparable terminology. These statements are only predictions. 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. 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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