

**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): August 29, 2024

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 August 29, 2024, Koss Corporation issued a press release (the “Press Release”) announcing its financial results for the quarter and year ended June 30, 2024. 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 August 29, 2024](#)

Exhibit 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

August 29, 2024

KOSS CORPORATION

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

FOR IMMEDIATE RELEASE
August 29, 2024

CONTACT: Michael J. Koss
Chairman & CEO
(414) 964-5000
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Koss Corporation Releases Fourth Quarter and Full Year Results

Milwaukee, Wisconsin: Koss Corporation (NASDAQ: KOSS) (the “Company”), the U.S. based high-fidelity headphone company, has reported its results for the fourth quarter and fiscal year ended June 30, 2024.

Sales for the fourth fiscal quarter of 2024 were \$2,893,401 compared to \$3,073,350 for the same three-month period in the prior year, a decline of 5.9%. The net loss for the three months ended June 30, 2024 was \$110,369 versus a net loss of \$259,839 for the last quarter of the prior fiscal year. Both basic and diluted loss per common share for the quarter ended June 30, 2024 were \$0.01, compared to basic and diluted loss per common share of \$0.03 for the same three-month period one year ago.

“Sales for the quarter were down mostly because of the decline in sales to our largest European distributor, partially offset by gains in the Education sector and the Direct-to-Consumer (“DTC”) market,” Michael J. Koss, Chairman and CEO, said today. “Orders from the European distributor to replenish inventory stock levels were delayed to the following fiscal year to conserve cash in light of the high cost of money and cost of living in Europe. Sales to our Education customers were up approximately 60% and total DTC sales saw a 16% increase as some new product offerings were added to the assortment, as well as a slight resurgence in our highest selling headphone.”

Sales for the year ended June 30, 2024 of \$12,265,069 were down \$834,582, or 6.4%, from prior year sales of \$13,099,651. A net loss of \$950,911 was recorded for the fiscal year, a significant decline from the net income of \$8,319,212 posted in the prior fiscal year. Both basic and diluted loss per common share for fiscal year 2024 were \$0.10 compared to basic income per common share and diluted income per common share of \$0.90 and \$0.85, respectively, for the previous year.

“The drop in sales for the year was driven by lower sales to our export markets, mainly Europe, as noted, and Asia, which was impacted by lower sales to an original equipment manufacturer of metal detectors. DTC sales were down nearly 20% as customers appear to be more selective in discretionary spending in response to higher inflation and other spending commitments. Conversely, we did see an almost 50% increase in sales to E-tailers, as well a considerable order for custom headphones from a new customer, which partially offset the decline in overall sales,” Koss said. “Continued concerns about inflation, higher energy costs, increased interest rates, and the labor market have affected our sales both domestically and overseas.”

About Koss Corporation

Koss Corporation markets a complete line of high-fidelity headphones, wireless Bluetooth® speakers, computer headsets, telecommunications headsets, active noise canceling headphones, and wireless headphones.

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 "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, 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		Twelve Months Ended	
	June 30,		June 30,	
	2024	2023	2024	2023
Net sales	\$ 2,893,401	\$ 3,073,350	\$ 12,265,069	\$ 13,099,651
Cost of goods sold	1,725,607	2,251,680	8,079,622	8,642,237
Gross profit	<u>1,167,794</u>	<u>821,670</u>	<u>4,185,447</u>	<u>4,457,414</u>
Selling, general and administrative expenses	<u>1,485,557</u>	<u>1,434,388</u>	<u>6,057,606</u>	<u>29,341,634</u>
Loss from operations	(317,763)	(612,718)	(1,872,159)	(24,884,220)
Other income	-	-	-	33,000,000
Interest income	<u>211,162</u>	<u>206,328</u>	<u>847,644</u>	<u>520,809</u>
(Loss) income before income tax provision (benefit)	(106,601)	(406,390)	(1,024,515)	8,636,589
Income tax provision (benefit)	<u>3,768</u>	<u>(146,552)</u>	<u>(73,604)</u>	<u>317,377</u>
Net (loss) income	<u>\$ (110,369)</u>	<u>\$ (259,839)</u>	<u>\$ (950,911)</u>	<u>\$ 8,319,212</u>
(Loss) income per common share:				
Basic	\$ (0.01)	\$ (0.03)	\$ (0.10)	\$ 0.90
Diluted	<u>\$ (0.01)</u>	<u>\$ (0.03)</u>	<u>\$ (0.10)</u>	<u>\$ 0.85</u>
Weighted-average number of shares:				
Basic	<u>9,274,987</u>	<u>9,222,180</u>	<u>9,251,373</u>	<u>9,192,799</u>
Diluted	<u>9,274,987</u>	<u>9,222,180</u>	<u>9,251,373</u>	<u>9,753,760</u>