

UNIVERSAL ELECTRONICS INC

Form 8-K

October 27, 2006

**Table of Contents**

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTIONS 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report (date of earliest event reported): October 23, 2006  
UNIVERSAL ELECTRONICS INC.  
(Exact name of Registrant as specified in its charter)**

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**0-21044**  
(Commission File No.)  
**6101 Gateway Drive**  
**Cypress, California 90630**  
(Address of principal executive offices, with Zip Code)  
**(714) 820-1000**  
(Registrant's telephone number, including area code):

**33-0204817**  
(I.R.S. Employer  
Identification No.)

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
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

**TABLE OF CONTENTS**

Item 1.01 Entry into a Material Definitive Agreement

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment

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**Table of Contents**

**Item 1.01 Entry into a Material Definitive Agreement**

The disclosure required by this Item 1.01 is set forth under Item 5.02 below and is incorporated herein by reference thereto.

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment**

On October 23, 2006, the Board of Directors of Universal Electronics Inc. elected two new members, Edward K. Zinser and Satjiv S. Chahil. Each will serve as a Class II Director, effective October 23, 2006, and will stand for reelection at the 2007 Annual Meeting of Stockholders. Mr. Zinser will serve on the Board's Audit Committee; and Mr. Chahil will serve on the Board's Compensation Committee and its Corporate Governance and Nominating Committee.

Messrs. Zinser and Chahil will each be paid in accordance with the Company's 2004 Directors Compensation Plan which was approved by the Company's stockholders in June 2004. As such and to the extent applicable, Messrs. Zinser and Chahil will each receive an annual cash retainer equal to \$25,000, a fee of \$1,500 for each board meeting attended in excess of four each year (determined fiscally, July through June each year), a fee of \$1,000 for each committee meeting attended, a fee of \$10,000 for each committee chaired, and an award of 5,000 shares of Company Common Stock; the stock awards vest ratably each quarter. For their first partial year in office (October 23, 2006 until June 30, 2007), these amounts will be prorated for the actual number of days that they have been directors.

**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.

Universal Electronics Inc.

Date: October 27, 2006

By: */s/ Bryan Hackworth*  
Bryan Hackworth  
Vice President and Chief Financial  
Officer

Page 2