

EMERSON RADIO CORP  
Form 10-Q  
August 15, 2011

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**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the quarterly period ended June 30, 2011**

**Or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number 001-07731  
EMERSON RADIO CORP.**

(Exact name of registrant as specified in its charter)

DELAWARE

22-3285224

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

85 Oxford Drive, Moonachie, New Jersey

07074

(Address of principal executive offices)

(Zip code)

(973) 428-2000

(Registrant's telephone number, including area code)

(Former name, former address, and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every interactive data file required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files) .  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

Indicate the number of shares outstanding of common stock as of August 15, 2011: 27,129,832.



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## PART I FINANCIAL INFORMATION

**Item 1. Financial Statements.**

**EMERSON RADIO CORP. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(Unaudited)**

**(In thousands, except earnings per share data)**

	<b>Three Months Ended</b>	
	<b>June 30</b>	
	<b>2011</b>	<b>2010</b>
<b>Net revenues</b>	<b>\$ 51,524</b>	<b>\$ 67,155</b>
<b>Costs and expenses:</b>		
Cost of sales	45,595	57,523
Other operating costs and expenses	387	299
Selling, general and administrative expenses	1,689	1,929
	47,671	59,751
<b>Operating income</b>	<b>3,853</b>	<b>7,404</b>
Interest income, net	31	10
Realized gain on sale of marketable security	828	
<b>Income before income taxes</b>	<b>4,712</b>	<b>7,414</b>
Provision for income taxes	1,375	1,535
<b>Net income</b>	<b>3,337</b>	<b>5,879</b>
<b>Net income per share:</b>		
Basic	\$ .12	\$ .22
Diluted	\$ .12	\$ .22
<b>Weighted average shares outstanding:</b>		
Basic	27,130	27,130
Diluted	27,130	27,131

The accompanying notes are an integral part of the interim consolidated financial statements.

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**EMERSON RADIO CORP. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands except share data)

	<b>June 30, 2011 (Unaudited)</b>	<b>March 31, 2011(A)</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 21,536	\$ 39,796
Restricted cash	2,049	600
Investment in marketable security		4,725
Accounts receivable, net	30,772	10,929
Other receivables	1,087	1,413
Due from affiliates	15	
Inventory, net	20,549	8,515
Prepaid expenses and other current assets	504	549
Deferred tax assets	2,235	2,825
<b>Total current assets</b>	<b>78,747</b>	<b>69,352</b>
Property, plant and equipment, net	2,832	2,921
Trademarks and other intangible assets, net	1,545	1,545
Deferred tax assets	1,967	2,540
Other assets	350	358
<b>Total assets</b>	<b>\$ 85,441</b>	<b>\$ 76,716</b>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
Current liabilities:		
Short-term borrowings	\$	\$ 2,466
Current maturities of long-term borrowings	46	46
Accounts payable and other current liabilities	22,683	14,408
Due to affiliates		2
Accrued sales returns	1,571	1,199
Income taxes payable	244	196
<b>Total current liabilities</b>	<b>24,544</b>	<b>18,317</b>
Long-term borrowings	127	150
Deferred tax liabilities	167	158
<b>Total liabilities</b>	<b>24,838</b>	<b>18,625</b>
Shareholders equity:		
Preferred shares -10,000,000 shares authorized; 3,677 shares issued and outstanding; liquidation preference of \$3,677,000	3,310	3,310
Common shares \$.01 par value, 75,000,000 shares authorized, 52,965,797 shares issued, and 27,129,832 shares outstanding	529	529
Capital in excess of par value	98,785	98,785
Accumulated other comprehensive (losses) income	(82)	746
Accumulated deficit	(17,715)	(21,055)

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Treasury stock, at cost, 25,835,965 shares	(24,224)	(24,224)
<b>Total shareholders equity</b>	<b>60,603</b>	<b>58,091</b>
<b>Total liabilities and shareholders equity</b>	<b>\$ 85,441</b>	<b>\$ 76,716</b>

(A) Reference is made to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2011 filed with the Securities and Exchange Commission on July 14, 2011.

The accompanying notes are an integral part of the interim consolidated financial statements.

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**EMERSON RADIO CORP. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**  
**(In thousands)**

	<b>Three Months Ended</b>	
	<b>June 30</b>	
	<b>2011</b>	<b>2010</b>
Cash flows from operating activities:		
Net income	\$ 3,337	\$ 5,879
Adjustments to reconcile net income to net cash used by operating activities:		
Depreciation and amortization	89	155
Deferred tax expense	1,172	1,191
Asset allowances, reserves and other	(596)	312
Gain on sale of marketable security	(828)	
Changes in assets and liabilities:		
Accounts receivable	(20,465)	(14,733)
Other receivables	326	(83)
Due from affiliates	(15)	(34)
Inventories	(10,441)	(18,794)
Prepaid expenses and other current assets	45	202
Other assets	8	2
Accounts payable and other current liabilities	8,275	20,700
Due to affiliates	(2)	8
Interest and income taxes payable	48	76
<b>Net cash (used) by operating activities</b>	<b>(19,047)</b>	<b>(5,119)</b>
Cash flows from investing activities:		
Proceeds from sale of marketable security	4,725	
(Increase) decrease in restricted cash	(1,449)	2,587
Additions to property and equipment		(41)
<b>Net cash provided by investing activities</b>	<b>3,276</b>	<b>2,546</b>
Cash flows from financing activities:		
Repayments of short-term borrowings	(2,466)	(9)
Net (decrease) in capital lease and other rental obligations	(23)	(73)
Borrowings under long-term credit facility		29,707
Repayments of borrowings under long-term credit facility		(29,707)
<b>Net cash (used) by financing activities</b>	<b>(2,489)</b>	<b>(82)</b>
<b>Net (decrease) in cash and cash equivalents</b>	<b>(18,260)</b>	<b>(2,655)</b>
Cash and cash equivalents at beginning of period	39,796	9,969
<b>Cash and cash equivalents at end of period</b>	<b>\$ 21,536</b>	<b>\$ 7,314</b>



Cash paid during the period for:

Interest	\$	8	\$	28
Income taxes	\$	377	\$	168

The accompanying notes are an integral part of the interim consolidated financial statements.

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**EMERSON RADIO CORP. AND SUBSIDIARIES**  
**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**NOTE 1 BACKGROUND AND BASIS OF PRESENTATION**

The consolidated financial statements include the accounts of Emerson Radio Corp. ( Emerson , consolidated the Company ), and its subsidiaries. The Company designs, sources, imports and markets a variety of houseware and consumer electronic products, and licenses the Company s trademarks for a variety of products domestically and internationally.

The unaudited interim consolidated financial statements reflect all normal and recurring adjustments that are, in the opinion of management, necessary to present a fair statement of the Company s consolidated financial position as of June 30, 2011 and the results of operations for the three month periods ended June 30, 2011 and June 30, 2010. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary in order to make the financial statements not misleading have been included. All significant intercompany accounts and transactions have been eliminated in consolidation. The preparation of the unaudited interim consolidated financial statements requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes; actual results could materially differ from those estimates. The unaudited interim consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission and accordingly do not include all of the disclosures normally made in the Company s annual consolidated financial statements. Accordingly, these unaudited interim consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto for the fiscal year ended March 31, 2011 ( fiscal 2011 ), included in the Company s annual report on Form 10-K, as amended, for fiscal 2011.

The results of operations for the three month period ended June 30, 2011 are not necessarily indicative of the results of operations that may be expected for any other interim periods or for the full year ended March 31, 2012 ( fiscal 2012 ). Certain reclassifications were made to conform the prior year s financial statements to the current presentation.

Unless otherwise disclosed in the notes to these financial statements, the estimated fair value of the financial assets and liabilities approximates the carrying value.

Subsequent events have been evaluated through August 15, 2011.

**Stock- Based Compensation**

The Company measures compensation cost for stock-based compensation arrangements based on grant date fair value. The computed fair value is expensed ratably over the requisite vesting period as required by ASC Topic 718 Compensation Stock Compensation . All outstanding stock based compensation arrangements issued by the Company were fully vested as of November 30, 2009. Consequently, the Company recorded no compensation costs during either of the three month periods ended June 30, 2011 and June 30, 2010.

**Sales Allowance and Marketing Support Expenses**

Sales allowances, marketing support programs, promotions and other volume-based incentives which are provided to retailers and distributors are accounted for on an accrual basis as a reduction to net revenues in the period in which the related sales are recognized in accordance with ASC topic 605, Revenue Recognition , subtopic 50 Customer Payments and Incentives and Securities and Exchange Commission Staff Accounting Bulletins 101 Revenue Recognition in Financial Statements, and 104 Revenue Recognition, corrected copy ( SAB s 101 and 104 ).

At the time of sale, the Company reduces recognized gross revenue by allowances to cover, in addition to estimated sales returns as required by ASC topic 605, Revenue Recognition , subtopic 15 Products , (i) sales incentives offered to customers that meet the criteria for accrual under ASC topic 605, subtopic 50 and (ii) under SAB s 101 and 104, an estimated amount to recognize additional non-offered deductions it anticipates and can reasonably estimate will be taken by customers which it does not expect to recover. Accruals for the estimated amount of future non-offered deductions are required to be made as contra-revenue items because that percentage of shipped revenue fails to meet the collectability criteria within SAB 104 s and 101 s four revenue recognition criteria, all of which are required to be met in order to recognize revenue.

If additional marketing support programs, promotions and other volume-based incentives are required to promote the Company s products subsequent to the initial sale, then additional reserves may be required and are accrued for when

such support is offered.

**Table of Contents****NOTE 2 COMPREHENSIVE INCOME**

Comprehensive income equaled net income for both of the three month periods ended June 30, 2011 and June 30, 2010.

**NOTE 3 NET EARNINGS PER SHARE**

The following table sets forth the computation of basic and diluted earnings per share (in thousands, except per share amounts):

	<b>Three months ended June 30</b>	
	<b>2011</b>	<b>2010</b>
<b>Numerator:</b>		
Net income	\$ 3,337	\$ 5,879
<b>Denominator:</b>		
Denominator for basic earnings per share weighted average shares	27,130	27,130
Effect of dilutive securities on denominator:		
Options (computed using the treasury stock method)		1
Denominator for diluted earnings per share weighted average shares and assumed conversions	27,130	27,131
Basic and diluted earnings per share	\$ .12	\$ .22

**NOTE 4- SHAREHOLDERS EQUITY**

Outstanding capital stock at June 30, 2011 consisted of common stock and Series A convertible preferred stock. The Series A convertible preferred stock is non-voting, has no dividend preferences and has not been convertible since March 31, 2002; however, it retains a liquidation preference.

At June 30, 2011, the Company had approximately 50,000 options outstanding with exercise prices ranging from \$3.07 to \$3.19.

**NOTE 5 INVENTORY**

Inventories are stated at the lower of cost or market. Cost is determined using the first-in, first-out method. As of June 30, 2011 and March 31, 2011, inventories consisted of the following (in thousands):

	<b>June 30, 2011 (Unaudited)</b>	<b>March 31, 2011</b>
Finished goods	\$ 21,033	\$ 10,593
Less inventory allowances	(484)	(2,078)
Net inventory	\$ 20,549	\$ 8,515

**Table of Contents****NOTE 6 INCOME TAXES**

The Company has tax net operating loss carry forwards included in net deferred tax assets that are available to offset future taxable income and can be carried forward for 20 years. Although realization is not assured, management believes it is more likely than not that all of the net deferred tax assets will be realized through tax planning strategies available in future periods and through future profitable operating results. The amount of the deferred tax asset considered realizable could be reduced or eliminated if certain tax planning strategies are not successfully executed or estimates of future taxable income during the carry forward period are reduced. If management determines that the Company would not be able to realize all or part of the net deferred tax asset in the future, an adjustment to the deferred tax asset would be charged to income in the period such determination was made.

As of June 30, 2011, the Company had \$119,000 of unrecognized tax benefits related to state taxes. All of the unrecognized tax benefits could impact the Company's effective tax rate if recognized.

Estimated interest and penalties related to the underpayment of income taxes are classified as a component of income tax expense in the Consolidated Statement of Operations. Accrued interest and penalties were \$59,000 as of June 30, 2011 and are recognized in the balance sheet.

The Company's effective tax rate differs from the federal statutory rate primarily due to expenses that are not deductible for federal income tax purposes, income and losses incurred in foreign jurisdictions and taxed at locally applicable tax rates, and state income taxes.

The Company is subject to examination and assessment by tax authorities in numerous jurisdictions. A summary of the Company's open tax years is as follows as of June 30, 2011:

<b>Jurisdiction</b>	<b>Open tax years</b>
U.S. federal	2007-2010
States	2006-2010

Based on the outcome of tax examinations or due to the expiration of statutes of limitations, it is reasonably possible that the unrecognized tax benefits related to uncertain tax positions taken in previously filed returns may be different from the liabilities that have been recorded for these unrecognized tax benefits. As a result, the Company may be subject to additional tax expense.

**NOTE 7 RELATED PARTY TRANSACTIONS**

From time to time, Emerson engages in business transactions with its controlling shareholder, The Grande Holdings Limited (Provisional Liquidators Appointed) and its direct and indirect subsidiaries. Set forth below is a summary of such transactions.

***Majority Shareholder***

*Grande's Ownership Interest in Emerson.* The Grande Holdings Limited (Provisional Liquidators Appointed) (Grande), a Bermuda corporation, has advised the Company that, as of June 30, 2011, one of its indirect subsidiaries held beneficially 15,243,283 shares or approximately 56.2% of the outstanding common stock of Emerson. That number of shares includes 3,389,401 shares (the Pledged Shares), which, according to public filings made by Deutsche Bank AG (Deutsche Bank) in March 2010 had previously been pledged to Deutsche Bank to secure indebtedness owed to it. In February 2011, Deutsche Bank filed a Schedule 13G with the Securities and Exchange Commission stating that Deutsche Bank had sole voting and sole dispositive power over the Pledged Shares (which represent approximately 12.5% of the Company's outstanding common stock). The Company believes that both Grande and Deutsche Bank have claimed beneficial ownership of the Pledged Shares. As of August 15, 2011, the Company has not been able to verify independently the beneficial ownership of the Pledged Shares.

***Related Party Transactions******Leases and Other Real Estate Transactions.******Rented Space in Hong Kong***

Effective January 1, 2010, Emerson entered into a lease agreement with Lafe Properties (Hong Kong) Limited (Lafe), a related party of Grande at that time, pursuant to which Emerson rented 36,540 square feet from Lafe for the purpose of housing its Hong Kong based office personnel and for its use to refurbish certain returned products. This lease agreement expired on December 31, 2010 and was renewed for a one year period on substantially the same terms

during December 2010, and therefore now expires on December 31, 2011. On December 31, 2010, Lafe was sold by its immediate holding company to an independent third party. As such, the Company is no longer considering Lafe to be a related party to the Company beginning December 31, 2010.

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Related service charges associated with this lease agreement that the Company continues to procure from Brighton Marketing Limited, a subsidiary of Grande, and The Grande Properties Management Limited, a related part of Grande, totaled approximately \$39,000 for the three month period ended June 30, 2011. Emerson owed Brighton Marketing Limited approximately \$1,100 pertaining to these charges at June 30, 2011.

For the three month period ended June 30, 2010, Emerson's rent expense and related service charges associated with this lease agreement totaled approximately \$165,000 and Emerson owed an amount of approximately \$3,000 to a related party of Grande pertaining to these charges at June 30, 2010. In addition, at June 30, 2010, Lafe held a security deposit of approximately \$113,000 that Emerson had paid to Lafe on the leased property, which was reclassified by Emerson to third party rental deposit in December 2010.

**Rented Space in the People's Republic of China**

In December 2008, Emerson signed a lease agreement with Akai Electric (China) Co., Ltd. ( Akai China ), a subsidiary of Grande prior to its disposal on December 24, 2010, concerning the rental of office space, office equipment, and lab equipment for Emerson's quality assurance personnel in Zhongshan, People's Republic of China. The lease term began in July 2007 and ended by its terms in June 2009, at which time the agreement renewed automatically on a month-by-month basis unless canceled by either party. The agreement was cancelled in May 2011.

On December 24, 2010, Grande announced that it sold Capetronic Group Ltd. ( Capetronic ) to a purchaser who, along with its beneficial owner, are third parties independent of Grande and its connected persons, as defined in the Listing Rules to the best of Grande's and its directors' knowledge, information and belief, having made all reasonable enquiries (the Sale ). As Akai China was a subsidiary of Capetronic at the time of the Sale, and was disposed of along with Capetronic by Grande, the Company is no longer considering Akai China to be a related party to the Company beginning December 24, 2010.

For the three month period ended June 30, 2010, Emerson's rent expense associated with this lease agreement totaled approximately \$28,000 and Emerson owed nil to Akai China related to this agreement at June 30, 2010. In addition, at June 30, 2010, Akai China held a security deposit of approximately \$31,600 that Emerson had paid to Akai China on the leased property, which was reclassified by Emerson to third party rental deposit in December 2010.

**Other.**

During the three months ended June 30, 2011 and June 30, 2010, respectively, Emerson paid consulting fees and related expense reimbursements of approximately \$6,000 and approximately \$34,000, respectively, to Mr. Eduard Will, a director of Emerson, for work performed by Mr. Will related to a shareholder derivative lawsuit that the Company settled in January 2011. In May 2010, Emerson signed an agreement with Mr. Will, which formalized the arrangement and committed Emerson to paying a consulting fee of a minimum of \$12,500 per quarter to Mr. Will relating to this lawsuit.

In May 2011, Emerson paid a travel advance of \$15,500 to Mr. Will for anticipated Emerson-related business travel to occur in a future period, which had not yet occurred as of June 30, 2011 and is therefore classified by Emerson as a receivable from Mr. Will at that date.

During the three months ended June 30, 2011 and June 30, 2010, Akai Sales Pte Ltd. ( Akai Sales ), a subsidiary of Grande, invoiced Emerson nil and approximately \$7,300 for travel expenses and courier fees. Including earlier invoices related to similar charges paid for by Akai Sales on Emerson's behalf, Emerson owed Akai Sales approximately \$33,000 at June 30, 2010 as a result of these invoices. At June 30, 2011, Emerson owed Akai Sales nil.

During the three months ended June 30, 2011 and June 30, 2010, Emerson invoiced Vigers Property Management Services (HK) Ltd. and Vigers Appraisal & Consulting Ltd. (together Vigers ), related parties of Grande, in the aggregate, approximately \$1,000 and \$2,000, respectively, for usage of telephone and data lines maintained by Emerson. Vigers owed Emerson approximately \$1,000 and nil at June 30, 2011 and June 30, 2010, respectively, related to this activity.

On April 7, 2010, upon a request made to the Company by its foreign controlling stockholder, S&T, the Company entered into an agreement with S&T International Distribution Limited ( S&T ), whereby the Company returned to S&T on April 7, 2010 that portion of the taxes that the Company had withheld from the dividend paid on March 24, 2010 to S&T, which the Company believes is not subject to U.S. tax based on the Company's good-faith estimate of its accumulated earnings and profits (the Agreement ). The Company believes this transaction results in an off-balance

sheet arrangement, which is comprised of a possible contingent tax liability of the Company, which, if recognized, would be offset by the calling by the Company on S&T of the indemnification provisions of the Agreement. Per the terms of the Agreement, Emerson invoiced S&T in June 2010 approximately \$42,000 for reimbursement of legal fees incurred by Emerson with regard to the Agreement and approximately \$33,000 as a transaction fee for having entered into the Agreement. At June 30, 2010, S&T owed these fees, totaling \$75,000, to Emerson. In January 2011, Emerson agreed, upon the request of S&T, to waive approximately \$5,000 of the legal charges that had been invoiced to S&T in June 2010. S&T paid the full amount owed to Emerson of approximately \$70,000 in February 2011 and consequently owed Emerson nil at June 30, 2010.



**Table of Contents****NOTE 8 BORROWINGS****Short-term Borrowings**

At June 30, 2011, the Company had no short-term borrowings. At March 31, 2011, the Company had \$2.5 million of short-term borrowings outstanding under a credit line maintained with Smith Barney, collateralized by the Company's auction rate security holdings, which were sold in full for cash in May 2011. Upon the sale of this last remaining auction rate security in May 2011, the Company paid in full the \$2.5 million balance of its short-term borrowings using the sale proceeds (see Note 10 - Marketable Securities).

*Letters of Credit* - Beginning November 2010, the Company began utilizing Hang Seng Bank to issue letters of credit on behalf of the Company, as needed, on a 100% cash collateralized basis. At June 30, 2011, the Company had outstanding letters of credit totaling \$2,049,000. A like amount of cash, which was posted by the Company as collateral against these outstanding letters of credit, at June 30, 2011, has been classified by the Company as Restricted Cash on the balance sheet.

**Long-term Borrowings**

At June 30, 2011 and March 31, 2011, borrowings under long-term facilities consisted of the following (in thousands):

	<b>June 30, 2011 (Unaudited)</b>	<b>March 31, 2011</b>
Capitalized lease obligations and other	173	196
Less current maturities	(46)	(46)
Long term debt and notes payable	\$ 127	\$ 150

**NOTE 9 LEGAL PROCEEDINGS**

*Settlement of In re: Emerson Radio Shareholder Derivative Litigation.* In April 2011, the Company paid the plaintiff's attorney the amount due of \$0.9 million in accordance with the award granted in March 2011 by the Delaware Court of Chancery. This fee award was recorded in the Company's results of operation in the fourth fiscal quarter of 2011.

*Kayne Litigation.* On July 7, 2011, the Company was served with an amended complaint (the Complaint) filed in the United States District Court for the Central District of California alleging, among other things, that the Company, certain of its present and former directors and other entities or individuals now or previously associated with Grande, intentionally interfered with the ability of the plaintiffs to collect on a judgment (now approximately \$47 million) they had against Grande by engaging in transactions (such as the dividend paid to all shareholders in March 2010) which transferred assets out of the United States. The Complaint also asserts claims under the civil RICO statute and for Alter Ego liability. By Order dated August 1, 2011, the Honorable John A. Kronstadt extended the Company's time to answer or otherwise respond to the Complaint until September 9, 2011. In the Company's opinion, based on an initial review, the claims appear to be devoid of merit. Emerson intends to defend the action vigorously.

Except for the litigation matters described above, the Company is not currently a party to any legal proceedings other than litigation matters, in most cases involving ordinary and routine claims incidental to our business. Management cannot estimate with certainty the Company's ultimate legal and financial liability with respect to such pending litigation matters. However, management believes, based on our examination of such matters, that the Company's ultimate liability will not have a material adverse effect on the Company's financial position, results of operations or cash flows.

**Table of Contents****NOTE 10 MARKETABLE SECURITIES:**

As of June 30, 2011 and March 31, 2011, the Company had zero and \$5.0 million (with a net book value of zero and \$4.7 million, respectively) face value in trading securities, which consisted entirely of student loan auction rate securities ( SLARS ). These securities had long-term nominal maturities for which interest rates were historically reset through a Dutch auction process at pre-determined calendar intervals; a process which, prior to February 2008, had historically provided a liquid market for these securities. As a result of the liquidity issues experienced in the global credit and capital markets, these SLARS had multiple failed auctions, although the Company was successful in May 2011 in selling its final SLARS for \$4.7 million, upon which the Company recorded a realized gain of \$828,000. ASC Topic 820 Fair Value Measurements and Disclosures defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). The standard outlines a valuation framework and creates a fair value hierarchy in order to increase the consistency and comparability of fair value measurements and the related disclosures. Under ASC Topic 820, financial assets and liabilities are measured using inputs from the three levels of the fair value hierarchy. The three levels are as follows:

Level 1 inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities that are not active, inputs other than quoted prices that are observable for the asset or liability (i.e., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3 inputs are unobservable inputs that reflect our own assumptions about the assumptions that market participants would use in pricing the asset or liability. The Company would develop these inputs based on the best information available, including its own data.

In accordance with the fair value hierarchy described above, the following table shows the fair value of the Company's securities available for sale that are required to be measured at fair value as of June 30, 2011:

**Fair Value Measurement at Reporting Date Using:****Significant Unobservable Inputs (Level 3)****June 30, 2011**

Investments in marketable securities (classified as trading securities)

Investments in marketable securities

The following table summarizes the changes in fair value for our Level 3 assets:

	<b>Fair Value Measurement of Asset using Level 3 inputs Trading Securities non-current</b>
Balance at March 31, 2011	4,725
Total gains (losses) (realized or unrealized):	
Realized included in earnings for the three months ended June 30, 2011	828
Unrealized reclassification adjustment for realized gain included in earnings	(828)
Redemptions of principal	(4,725)
<b>Balance at June 30, 2011</b>	

**NOTE 11 SUBSEQUENT EVENT:**

On August 5, 2011, Mr. Adrian Ma resigned from his position as Chief Executive Officer of Emerson Radio Corp. ( the Company ) effective August 8, 2011, as well as all other positions held with the Company and any of its subsidiaries, effective the same date. Mr. Ma also resigned from the Company s Board of Directors effective August 8, 2011. Following his resignation, Mr. Ma will continue to serve Emerson Radio in a consulting capacity.

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**Item 2. Management's Discussion and Analysis of Results of Operations and Financial Condition**

The following discussion of the Company's operations and financial condition should be read in conjunction with the Financial Statements and notes thereto included elsewhere in this Quarterly Report.

In the following discussions, most percentages and dollar amounts have been rounded to aid presentation. Accordingly, all amounts are approximations.

**Forward-Looking Information**

This report contains forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended.

Forward-looking statements include statements with respect to the Company's beliefs, plans, objectives, goals, expectations, anticipations, assumptions, estimates, intentions, and future performance, and involve known and unknown risks, uncertainties and other factors, which may be beyond the Company's control, and which may cause the Company's actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements.

All statements other than statements of historical fact are statements that could be forward-looking statements. The reader can identify these forward-looking statements through the Company's use of words such as may, will, can, anticipate, assume, should, indicate, would, believe, contemplate, expect, seek, estimate, c, predict, could, intend, target, potential, and other similar words and expressions of the future. These forward-looking statements may not be realized due to a variety of factors, including, without limitation:

- the impact, if any, on the Company's business, financial condition and results of operation arising from the appointment of the Provisional Liquidators over Grande;
- the decline in, and any further deterioration of, consumer spending for retail products, such as the Company's products;
- the Company's inability to resist price increases from its suppliers or pass through such increases to its customers;
- the loss of any of the Company's key customers or reduction in the purchase of the Company's products by any such customers;
- conflicts of interest that exist based on the Company's relationship with Grande;
- the Company's inability to improve and maintain effective internal controls or the failure by its personnel to comply with such internal controls;
- the Company's inability to maintain its relationships with its licensees and distributors or the failure to obtain new licensees or distribution relationships on favorable terms;
- cash generated by operating activities represents the Company's principal source of funding and therefore the Company depends on its ability to successfully manage its operating cash flows to fund its operations;
- the Company's inability to anticipate market trends, enhance existing products or achieve market acceptance of new products;
- the Company's dependence on a limited number of suppliers for its components and raw materials;

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the Company's dependence on third party manufacturers to manufacture and deliver its products;  
changes in consumer spending and economic conditions;  
the failure of third party sales representatives to adequately promote, market and sell the Company's products;  
the Company's inability to protect its intellectual property;  
the effects of competition;  
changes in foreign laws and regulations and changes in the political and economic conditions in the foreign countries in which the Company operates;  
changes in accounting policies, rules and practices;  
the effects of the continuing appreciation of the renminbi and increases in costs of production in China;  
the other factors listed under "Risk Factors" in the Company's Form 10-K, as amended, for the fiscal year ended March 31, 2011 and other filings with the Securities and Exchange Commission (the "SEC").

All forward-looking statements are expressly qualified in their entirety by this cautionary notice. The reader is cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date of this report or the date of the document incorporated by reference into this report. The Company has no obligation, and expressly disclaims any obligation, to update, revise or correct any of the forward-looking statements, whether as a result of new information, future events or otherwise. Management has expressed its expectations, beliefs and projections in good faith and it believes it has a reasonable basis for them. However, management cannot assure the reader that its expectations, beliefs or projections will be achieved or accomplished.

**Table of Contents****Results of Operations**

The following table summarizes certain financial information for the three month periods ended June 30, 2011 (fiscal 2012) and June 30, 2010 (fiscal 2011) (in thousands):

	<b>Three months ended June 30</b>	
	<b>2011</b>	<b>2010</b>
Net revenues	\$ 51,524	\$ 67,155
Cost of sales	45,595	57,523
Other operating costs and expenses	387	299
Selling, general and administrative expenses	1,689	1,929
Operating income	3,853	7,404
Interest income, net	31	10
Realized gain on sale of marketable security	828	
Income before income taxes	4,712	7,414
Provision for income taxes	1,375	1,535
Net income	\$ 3,337	\$ 5,879

**Net Revenues** Net revenues for the first quarter of fiscal 2012 were \$51.5 million as compared to \$67.2 million for the first quarter of fiscal 2011, a decrease of \$15.7 million or 23.3%. Net revenues may be periodically impacted by adjustments made to the Company's sales allowance and marketing support accrual to record unanticipated customer deductions from accounts receivable or to reduce the accrual by any amounts which were accrued in the past but not taken by customers through deductions from accounts receivable within a certain time period. In the aggregate, these adjustments had the effect of increasing net revenues and operating income by approximately \$253,000 and \$131,000 for the first quarters of fiscal 2012 and fiscal 2011, respectively.

Net revenues are primarily comprised of Emerson(R) houseware product sales, branded product sales and licensing revenues. Emerson(R) branded product sales arise from the sale of products, other than houseware products, bearing the Emerson(R) brand name, and licensing revenues are derived from licensing the Emerson®, HH Scott® and Olevia® brand names to licensees for a fee. The major elements which contributed to the overall decrease in net revenues were as follows:

- i) Houseware products net sales decreased \$14.4 million, or 23.4%, to \$47.3 million in the first quarter of fiscal 2012 as compared to \$61.7 million in the first quarter of fiscal 2011, principally driven by decreases in microwave ovens, toaster ovens and wine coolers, partially offset by increases in compact refrigerators;
- ii) Emerson(R) branded products net sales were \$2.8 million in the first quarter of fiscal 2012 as compared to \$3.9 million in the third quarter of fiscal 2011, a decrease of \$1.1 million, or 27.5%, resulting from decreased audio sales volumes;
- iii) Licensing revenues in the first quarter of fiscal 2012 were \$1.4 million compared to \$1.5 million in the first quarter of fiscal 2011, a decrease of \$100,000 or 8.1%.

**Cost of Sales** In absolute terms, cost of sales decreased \$11.9 million, or 20.7%, to \$45.6 million in the first quarter of fiscal 2012 as compared to \$57.5 million in the first quarter of fiscal 2011. Cost of sales, as a percentage of net revenues, was 88.5% and 85.7% in the first quarters of fiscal 2012 and fiscal 2011, respectively. Cost of sales as a percentage of net sales revenues less licensing revenues was 91.0% and 87.7% in the first quarters of fiscal 2012 and fiscal 2011, respectively. The increase in cost of sales as a percentage of net sales revenues less licensing revenues for the first quarter of fiscal 2012 as compared to the first quarter of fiscal 2011 was related to higher landed product costs as a percentage of selling price, partially offset by year-over-year reductions in inventory valuation reserves.

**Other Operating Costs and Expenses** As a percentage of net revenues, other operating costs and expenses were 0.8% in the first quarter of fiscal 2012 and 0.4% in the first quarter of fiscal 2011. In absolute terms, other operating costs and expenses increased \$88,000, or 29.4%, to \$387,000 for the first quarter of fiscal 2012 as compared to \$299,000 in the first quarter of fiscal 2011 as a result of higher warranty and returns processing costs.

**Selling, General and Administrative Expenses ( S,G&A )** S,G&A, as a percentage of net revenues, was 3.3% in the first quarter of fiscal 2012 as compared to 2.9% in the first quarter of fiscal 2011. S,G&A, in absolute terms, decreased \$0.2 million, or 12.4%, to \$1.7 million for the first quarter of fiscal 2012 as compared to \$1.9 million for the first quarter of fiscal 2011. The decrease in S,G&A in absolute terms between the first quarter of fiscal 2012 and first quarter of fiscal 2011 was primarily due to lower compensation, information technology, depreciation and amortization, and advertising expenses, partly offset by lower year-over-year bad debt reserve recoveries.

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**Interest Income, net** Interest income, net, was \$31,000 in the first quarter of fiscal 2012 as compared to \$10,000 in the first quarter of fiscal 2011.

**Realized Gain on Sale of Marketable Security** Realized gain on sale of marketable security was \$828,000 for the first quarter of fiscal 2012 and nil for the first quarter of fiscal 2011. The realized gain resulted from the sale in May 2011 of the Company's last remaining auction rate security. See Note 10 **Marketable Securities** .

**Provision for Income Taxes** was \$1.4 million in the first quarter of fiscal 2012 as compared to \$1.5 million in the first quarter of fiscal 2011.

**Net income** As a result of the foregoing factors, the Company realized net income of \$3.3 million in the first quarter of fiscal 2012 as compared to \$5.9 million in the first quarter of fiscal 2011.

## **Liquidity and Capital Resources**

### **General**

As of June 30, 2011, the Company had cash and cash equivalents of approximately \$21.5 million, as compared to approximately \$7.3 million at June 30, 2010. Working capital increased to \$54.2 million at June 30, 2011 as compared to \$31.2 million at June 30, 2010. The increase in cash and cash equivalents of approximately \$14.2 million was primarily due to the net income generated by the Company during the twelve months ended June 30, 2011.

Cash flow used by operating activities was \$19.0 million for the three months ended June 30, 2011, resulting primarily from increases in accounts receivable and inventory, partially offset by increased accounts payable and the net income generated during the period.

Net cash provided by investing activities was \$3.3 million for the three months ended June 30, 2011 on the sale by the Company of its last remaining auction rate security (see Note 10 **Marketable Securities** ), partially offset by an increase in restricted cash.

Net cash used by financing activities was \$2.5 million for the three months ended June 30, 2011, resulting from the \$2.5 million payoff of the Company's short-term loan upon the sale by the Company its last remaining auction rate security (see Note 10 **Marketable Securities** ).

### **Other Events and Circumstances Pertaining to Liquidity**

On May 31, 2011, upon application of a major creditor, the High Court of Hong Kong appointed Provisional Liquidators over Grande, which is the Company's majority stockholder. Following the appointment of the Provisional Liquidators over Grande, certain major factory suppliers, including Midea, which is the Company's largest factory supplier, have significantly reduced the maximum amount of open credit lines available to the Company. At the factories' request, the Company made accelerated payments in June and July of 2011 to reduce the balances owing from the Company on its open trade payable accounts with the respective factory suppliers to comply with such new credit terms. The Company relies on its cash on hand and cash generated by ongoing operations to manage its business.

### **Credit Arrangements**

**Letters of Credit** Beginning November 2010, the Company began utilizing Hang Seng Bank to issue letters of credit on behalf of the Company, as needed, on a 100% cash collateralized basis. At June 30, 2011, the Company had outstanding letters of credit totaling \$2,049,000. A like amount of cash, which was posted by the Company as collateral against these outstanding letters of credit, at June 30, 2011, has been classified by the Company as Restricted Cash on the balance sheet.

### **Short-term Liquidity**

In the first quarter of fiscal 2012, products representing approximately 55% of net sales were imported directly to the Company's customers. The direct importation of product by the Company to its customers significantly benefits the Company's liquidity because this inventory does not need to be financed by the Company.



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The Company's principal existing sources of cash are generated from operations. The Company believes that its existing cash balance and sources of cash will be sufficient to support existing operations over the next 12 months.

**Recently Issued Accounting Pronouncements**

There were no pronouncements made by the Financial Accounting Standards Board that relate to the Company or the industry in which the Company operates during the three months ended June 30, 2011.

**Inflation, Foreign Currency, and Interest Rates**

The Company's exposure to currency fluctuations has been minimized by the use of U.S. dollar denominated purchase orders. The Company purchases virtually all of its products from manufacturers located in China.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Not applicable.

**Item 4. Controls and Procedures**

*(a) Disclosure controls and procedures.*

The Company maintains disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) that are designed to ensure that information required to be disclosed in its Exchange Act reports are recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to management, including the Company's principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. Due to the inherent limitations of control systems, not all misstatements may be detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons; by collusion of two or more people, or by management override of the control. Our controls and procedures can only provide reasonable, not absolute, assurance that the above objectives have been met.

The Company's management concluded that disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of June 30, 2011, are effective to reasonably ensure that information required to be disclosed in the reports that the Company files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to management, including the Company's principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

*(b) Changes in Internal Controls Over Financial Reporting*

There have been no changes in the Company's internal control over financial reporting that occurred during the fiscal quarter ended June 30, 2011 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II OTHER INFORMATION**

**Item 1. Legal Proceedings**

**Kayne Litigation.** On July 7, 2011, the Company was served with an amended complaint (the Complaint) filed in the United States District Court for the Central District of California alleging, among other things, that the Company, certain of its present and former directors and other entities or individuals now or previously associated with Grande, intentionally interfered with the ability of the plaintiffs to collect on a judgment (now approximately \$47 million) they had against Grande by engaging in transactions (such as the dividend paid to all shareholders in March 2010) which transferred assets out of the United States. The Complaint also asserts claims under the civil RICO statute and for Alter Ego liability. By Order dated August 1, 2011, the Honorable John A. Kronstadt extended the Company's time to answer or otherwise respond to the Complaint until September 9, 2011. In the Company's opinion, based on an initial review, the claims appear to be devoid of merit. Emerson intends to defend the action vigorously.

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Except for the items included above, there were no material changes to the legal proceedings previously disclosed in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on July 14, 2011.

**Item 1A. Risk Factors**

There were no material changes in any risk factors previously disclosed in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on July 14, 2011.

**ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

None

**ITEM 3. Defaults Upon Senior Securities.**

(a) None

(b) None

**ITEM 4. Removed and Reserved.**

**ITEM 5. Other Information.**

None

**ITEM 6. Exhibits.**

- 31.1 Certification of the Company's Deputy Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.\*
- 31.2 Certification of the Company's Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.\*
- 32 Certification of the Company's Deputy Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.\*\*
- 101.1+ XBRL Instance Document. \*\*\*
- 101.2+ XBRL Taxonomy Extension Schema Document. \*\*\*
- 101.3+ XBRL Taxonomy Extension Calculation Linkbase Document. \*\*\*
- 101.4+ XBRL Taxonomy Extension Definition Linkbase Document. \*\*\*
- 101.5+ XBRL Taxonomy Extension Label Linkbase Document. \*\*\*
- 101.6+ XBRL Taxonomy Extension Presentation Linkbase Document. \*\*\*

\* filed herewith

\*\* furnished herewith

\*\*\* The XBRL information is being furnished and not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any registration statement under the Securities Act of 1933, as amended.

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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.

EMERSON RADIO CORP.

(Registrant)

/s/ Duncan Hon

Duncan Hon

Deputy Chief Executive Officer

(Principal Executive Officer)

Date: August 15, 2011

/s/ Andrew L. Davis

Andrew L. Davis

Chief Financial Officer

(Principal Financial and Accounting  
Officer)

Date: August 15, 2011