

AUDIOVOX CORP  
Form 8-K  
August 24, 2010

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 23, 2010

AUDIOVOX CORPORATION  
(Exact name of registrant as specified in its charter)

|  |  |
|--|--|
| Delaware<br>(State or other<br>jurisdiction of<br>incorporation)                               | 0-28839<br><br>(Commission<br>File Number) |
| 13-1964841<br>(I.R.S. Employer<br>Identification No.)  |  |
| 180 Marcus Blvd.,<br>Hauppauge, New<br>York<br>(Address of<br>principal executive<br>officers) | 11788<br><br>(Zip Code)                    |

Registrant's telephone number, including area code (631) 231-7750

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)

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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(e))

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Item 1.01                      Entry into a Material Definitive Agreement.

On August 23, 2010, Audiovox Corporation (the "Company") entered into the First Amendment to the Credit Agreement dated as of March 31, 2010 by and among the lenders party thereto and JPMorgan Chase Bank, N.A. as Administrative Agent for the lenders (the "Credit Agreement"). The First Amendment amends the Credit Agreement to delete the definition of "Applicable Rate" and insert a new definition and amends Schedule 3.13.

Item 9.01                      Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description  |
|-------------|--|
| 10.1        | First Amendment to Credit Agreement dated as of August 23, 2010. |

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.

AUDIOVOX CORPORATION (Registrant)

Date: August 24, 2010  
Charles M. Stoehr  
Senior Vice President and  
Chief Financial Officer

BY: \_\_\_\_\_