

**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 22, 2019

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))

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 22, 2019, Koss Corporation issued a press release announcing its financial results for the quarter and fiscal year ended ended June 30, 2019. 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 report is being furnished pursuant to Item 2.02 Results of Operations and Financial Condition. In accordance with General Instruction B.2 of Form 8-K, the information in this report 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 June 30, 2019.

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 22, 2019

KOSS CORPORATION

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

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NEWS RELEASE

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

FOR IMMEDIATE RELEASE
August 22, 2019

CONTACT: Michael J. Koss
Chairman & CEO
(414) 964-5000
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Koss Corp. Releases Q4 Results

Milwaukee, Wisconsin: Koss Corporation (NASDAQ SYMBOL: KOSS), the U.S. based high-fidelity headphone company, has reported its fourth quarter results for the quarter ended June 30, 2019.

Sales for the fourth quarter were \$5,785,784, which is a 19.2% decrease from sales of \$7,157,261 for the same three month period one year ago. The three month net income was \$53,921, compared to net income of \$270,406 for the fourth quarter last year. Diluted and basic income per common share for the quarter was \$0.01 compared to \$0.04 for the three month period one year ago.

"Most of the decline in net sales for the year occurred in our fourth quarter," Michael J. Koss, Chairman and CEO, said today. "The decline was principally related to a back-to-school promotion which shifted from June to July this year. In addition, there were shipments to an OEM last year that did not occur in this year's fourth quarter as the contract ended. Export distributors have shown continued strength but were weaker in this year's fourth quarter than they were last year."

Sales for the year ended June 30, 2019, decreased 7.1% to \$21,842,097 from \$23,522,631 in the year ended June 30, 2018. The net income for fiscal 2019 was \$434,114 compared to a net loss of \$3,411,220 last year. Diluted and basic income per common share was \$0.06 for the year ended June 30, 2019 compared to a loss per common share of \$0.46 last year.

"Good mix of sales and controlled spending resulted in net income for the twelve months ended June 30, 2019, compared to a loss last year," Koss explained. "In the year ended June 30, 2019, we improved gross margin through improved product mix and control of spending. Operating expenses were \$504,715 lower in fiscal 2019 than they were last year. The margin improvement and decreased spending resulted in a \$776,987 jump in pretax profit. Last year saw the impact on the bottom line of tax adjustments to write-down deferred tax assets to the new federal statutory rate as well as increase the valuation allowance for deferred tax assets. These adjustments drove an increase in tax expense for the twelve months ended June 30, 2018."

...

Koss Corporation markets a complete line of high-fidelity headphones, wireless Bluetooth® speakers, computer headsets, telecommunications headsets, active noise canceling headphones, wireless headphones, 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 "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, 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 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 June 30		Twelve Months Ended June 30	
	2019	2018	2019	2018
Net sales	\$ 5,785,784	\$ 7,157,261	\$ 21,842,097	\$ 23,522,631
Cost of goods sold	4,114,797	5,175,336	15,022,223	16,966,633
Gross profit	<u>1,670,987</u>	<u>1,981,925</u>	<u>6,819,874</u>	<u>6,555,998</u>
Selling, general and administrative expenses	<u>1,617,396</u>	<u>1,717,031</u>	<u>6,415,441</u>	<u>6,920,156</u>
Income (loss) from operations	53,591	264,894	404,433	(364,158)
Interest (income) expense	<u>(3,178)</u>	<u>-</u>	<u>(3,178)</u>	<u>5,218</u>
Income (loss) before income tax provision	50,413	264,894	407,611	(369,376)
Income tax (benefit) provision	<u>(3,508)</u>	<u>(5,512)</u>	<u>(26,503)</u>	<u>3,041,844</u>
Net income (loss)	<u>\$ 53,921</u>	<u>\$ 270,406</u>	<u>\$ 434,114</u>	<u>\$ (3,411,220)</u>
Income (loss) per common share:				
Basic	<u>\$ 0.01</u>	<u>\$ 0.04</u>	<u>\$ 0.06</u>	<u>\$ (0.46)</u>
Diluted	<u>\$ 0.01</u>	<u>\$ 0.04</u>	<u>\$ 0.06</u>	<u>\$ (0.46)</u>
Weighted-average number of shares				
Basic	<u>7,404,831</u>	<u>7,382,706</u>	<u>7,401,030</u>	<u>7,382,706</u>
Diluted	<u>7,405,425</u>	<u>7,382,706</u>	<u>7,407,827</u>	<u>7,382,706</u>