

**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): January 29, 2013

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))

Item 2.02 Results of Operations and Financial Condition.

On January 29, 2013, Koss Corporation issued a press release announcing its financial results for the quarter ended December 31, 2012. 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 1934, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Number</u>	<u>Description</u>
Exhibit 99.1	Press release of Koss Corporation dated January 29, 2013.

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.

January 29, 2013

KOSS CORPORATION

By: /s/ Michael J. Koss

Michael J. Koss

Chief Executive Officer and President



NEWS RELEASE

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

FOR IMMEDIATE RELEASE

January 29, 2013

CONTACT: Michael J. Koss
President & CEO
(414) 964-5000
mjkoss@koss.com

Koss Sales Decline on Weak European Demand

Milwaukee, Wisconsin: Koss Corporation (NASDAQ SYMBOL: KOSS), the U.S. based high-fidelity headphone company, has announced results for its second quarter ending December 31, 2012.

Sales for the second quarter were \$8,642,031 compared to \$9,990,771 for the same period one year ago, a 13.5% decrease. Net income fell by 59.3% to \$338,688, compared to \$831,212 for the second quarter last year. Diluted earnings per share for the quarter were \$0.05 compared with \$0.11 in the same period one year ago.

Sales for the six months ended December 31, 2012 were \$17,556,893 compared to \$18,745,556 for the same period one year ago, a 6.3% decrease. Net income fell by 36.6% to \$704,841, compared to \$1,111,809 for the same period one year ago. Diluted earnings per share for the six months were \$0.10 compared with \$0.15 in the same period one year ago.

"European distributors have experienced declining demand from their customer base which translates into lower sales for Koss. Sales to U.S. domestic retailers held up with new customers helping to offset declines in revenue," Michael J. Koss, President and CEO, told employees here today. "The European economy continues to be soft. In addition, certain export orders were disrupted and not shipped at the end of December due to the threatened dockworker strike on the Eastern Seaboard."

Koss added that over the last several years, the Company invested in software development tied to its Striva product line. Those costs are now being amortized, which has increased costs and lowered earnings. The Company is expecting to launch several new products, based on this technology, in the next 6-12 months.

The Company will pay a dividend of \$0.06 cents per share on April 15, 2013, to shareholders of record on March 29, 2013.

Koss Corporation markets a complete line of high-fidelity headphones, speaker-phones, 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 "may," "will," "should," "forecasts," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of such terms and other comparable terminology. These statements are only predictions. 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. 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 STATEMENTS OF INCOME
(Unaudited)

	Three Months Ended		Six Months Ended	
	December 31		December 31	
	2012	2011	2012	2011
Net sales	\$ 8,642,031	\$ 9,990,771	\$ 17,556,893	\$ 18,745,556
Cost of goods sold	5,884,424	6,191,266	11,548,115	11,617,809
Gross profit	2,757,607	3,799,505	6,008,778	7,127,747
Operating Expenses:				
Selling, general and administrative expenses	3,003,488	2,924,733	6,022,239	5,809,919
Unauthorized transaction related recoveries, net	(812,344)	(469,519)	(1,195,071)	(519,933)
Total Operating Expenses	2,191,144	2,455,214	4,827,168	5,289,986
Income from operations	566,463	1,344,291	1,181,610	1,837,761
Other Income (Expense):				
Interest income	—	—	10	—
Interest expense	(27,206)	(24,012)	(56,515)	(64,538)
Total Other Income (Expense), net	(27,206)	(24,012)	(56,505)	(64,538)
Income before income tax provision	539,257	1,320,279	1,125,105	1,773,223
Income tax provision	200,569	489,067	420,264	661,414
Net income	\$ 338,688	\$ 831,212	\$ 704,841	\$ 1,111,809
Income per common share:				
Basic	\$ 0.05	\$ 0.11	\$ 0.10	\$ 0.15
Diluted	\$ 0.05	\$ 0.11	\$ 0.10	\$ 0.15
Dividends declared per common share	\$ 0.06	\$ 0.06	\$ 0.12	\$ 0.12

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