

**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 20, 2010 (January 18, 2010)**

**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))

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 18, 2010, Koss Corporation (the "Company") announced the appointment of David D. Smith, age 55, as Executive Vice President, Chief Financial Officer and Principal Accounting Officer, effective January 18, 2010. From 2006 to immediately before joining the Company, Mr. Smith was Vice President-Finance and Chief Financial Officer at Milsco Manufacturing, a division of Jason Inc., a leading U.S. manufacturer of seating solutions for motorcycles, lawn and garden tractors, off-road construction vehicles, and boats. From 2002 to 2006, Mr. Smith served in the same capacity at Alkar-Rapidpak, Inc., a U.S. company that manufactures food processing and packaging equipment. Alkar-Rapidpak, Inc. is a subsidiary of Middleby Corporation (NASDAQ:MIDD). Mr. Smith holds an MBA from the University of Pittsburgh, a BSBA in Accounting from Bucknell University, and he is a certified public accountant.

Mr. Smith will receive a base salary of \$200,000 per year. He will also receive options to purchase 50,000 shares of Koss common stock, pursuant to the terms and provisions of the Company's 1990 Flexible Incentive Plan. The exercise price of the options will be \$3.90, the closing price of the Company's common stock on January 19, 2010. The options will be subject to a five year vesting period, and will vest in equal, annual 20% installments over a five year period beginning one year following the January 18, 2010 grant date. The options will have a ten year term, commencing from the January 18, 2010 grant date. Mr. Smith will also receive group insurance coverage and other employment benefits available to employees of the Company on the same terms as other executives of the Company.

Mr. Smith replaces Mr. Michael Koss as Chief Financial Officer, who resigned that position effective January 18, 2010. Mr. Koss retains the positions of Chief Executive Officer and President of the Company.

A press release with respect to this matter was issued on January 18, 2010. A copy of the press release is being furnished as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**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.

Dated: January 20, 2010

KOSS CORPORATION

By: /s/ Michael J. Koss

Michael J. Koss

Chief Executive Officer and President

**INDEX TO EXHIBITS**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	Press Release dated January 18, 2010, announcing appointment of Chief Financial Officer

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

**FOR IMMEDIATE RELEASE**  
**January 18, 2010**

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

**David D. Smith Joins Koss as Executive Vice President-CFO**

**Milwaukee, Wisconsin:** Koss Corporation (NASDAQ SYMBOL: KOSS), the U.S. based high-fidelity stereophone leader has announced that David D. Smith has joined Koss Corporation as Executive Vice President and Chief Financial Officer, and will function as the Company's Principal Accounting Officer. Mr. Smith has over 30 years of experience in financial management and business strategy in domestic and international markets.

Immediately prior to joining the Company, Mr. Smith was Vice President-Finance and CFO at Milsco Manufacturing, a division of Jason Inc., a leading U.S. manufacturer of seating solutions for motorcycles, lawn and garden tractors, off-road construction vehicles, and boats. From 2002 to 2006, Mr. Smith served in the same capacity at Alkar-Rapidpak, Inc., a subsidiary of Middleby Corporation.

"David Smith brings a successful track record to this position at Koss," Michael J. Koss, President and CEO, said today. "His extensive experience in finance, accounting, auditing, and international business will make an immediate contribution, and his leadership skills will be a great asset as we move into the future."

Earlier in his career, Mr. Smith served as Vice President and CFO at Morris Material Handling, and in a number of positions at Harnischfeger Industries including five years as Vice President and Controller for the P&H Material Handling division.

Mr. Smith, age 55, holds an MBA from the University of Pittsburgh, a BSBA in Accounting from Bucknell University, and he is a certified public accountant.

Koss Corporation markets a complete line of high-fidelity stereophone, speaker-phones, computer headsets, telecommunications headsets, active noise canceling stereophones, wireless stereophones, 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

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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.

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