

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person*<br><u>Hamilton Sue Ann</u><br><br>(Last) (First) (Middle)<br>15147 N SCOTTSDALE ROAD<br>SUITE H300<br><br>(Street)<br>SCOTTSDALE AZ 85254<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>UNIVERSAL ELECTRONICS INC [ UEIC ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>04/01/2024                           |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                 |   |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |
| Common Stock                    | 04/01/2024                           |  | M                              |   | 1,250   | A          | (1)   | 22,083  | I(2)   | See Footnote #2                                       |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Restricted Stock Units                     | (1)  | 04/01/2024                           |  | M                              |   | 1,250  |     | (3)  | (3)             | Common Stock  | 1,250                                      | \$0  | 1,250   | D  |       |
| Employee Stock Option (Rt to Buy)          | (4)  |                                      |  |                                |   |  |     | 11/01/2020   | 11/01/2029      | Common Stock  | 20,000                                     |  | 20,000(5)   | D  |       |

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of UEI common stock.
- These shares are held in the Sue Ann R. Hamilton Trust Account. Ms. Hamilton disclaims ownership of the shares held by the Trust.
- These restricted stock units are one-fourth of the total granted on July 1, 2023, which original grant was awarded as director compensation and generally vests and is paid quarterly on the first day following the end of each calendar quarter.
- Price determined in accordance with the terms of the Company's applicable Stock Incentive Plan.
- This figure represents an aggregate number of stock options held by Reporting Person.

**Remarks:**

/s/SueAnn R Hamilton, by Valerie J. Ballard, pursuant to Limited Power of Attorney, dated November 12, 2019 (attached). 04/02/2024

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.