
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTIONS 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (date of earliest event reported): February 23, 2012

UNIVERSAL ELECTRONICS INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

0-21044
(Commission File No.)

33-0204817
(I.R.S. Employer
Identification No.)

6101 Gateway Drive
Cypress, California 90630
(Address of principal executive offices, with Zip Code)

(714) 820-1000
(Registrant's telephone number, including area code):

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
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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Item 2.02 Results of Operations and Financial Condition

On February 23, 2012, Universal Electronics Inc. (“UEI”) is issuing a press release and holding a conference call regarding its financial results for the fourth quarter and for the full year ended December 31, 2011. A copy of the press release is furnished as Exhibit 99.1 to this report.

Pursuant to General Instruction B2 of Form 8-K, the information contained in Exhibit 99.1 will be deemed furnished, and not “filed,” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, except as expressly set forth by specific reference in any such filing, or subject to the liabilities of that Section or Sections 11 and 12(a) (2) of the Securities Act of 1933, as amended.

Use of Adjusted Pro Forma Financial Information

In addition to reporting financial results in accordance with generally accepted accounting principles, or GAAP, UEI provides non-GAAP or Adjusted Pro Forma information in the press release as additional information for its operating results. References to Adjusted Pro Forma information are to non-GAAP pro forma measures. These measures are not in accordance with, or an alternative for, GAAP and may be different from non-GAAP measures used by other companies. UEI’s management believes that this presentation of Adjusted Pro Forma financial information provides useful information to management and investors regarding certain additional financial and business trends relating to its financial condition and results of operations. In addition, management uses these measures for reviewing the financial results of UEI and for budget planning purposes.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits. The following exhibit is furnished with this report.

99.1 Press Release of Universal Electronics Inc. dated February 23, 2012.

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.

Universal Electronics Inc.

Date: February 23, 2012

By: /s/ Bryan Hackworth

Bryan Hackworth
Chief Financial Officer
(Principal Financial Officer)

INDEX TO EXHIBITS

Exhibit Number

Description

99.1

Press Release dated February 23, 2012

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UNIVERSAL ELECTRONICS REPORTS FOURTH QUARTER AND YEAR-END 2011 FINANCIAL RESULTS

- Reports 2011 Net Sales of \$468.6 Million, Up 41% over 2010 -

CYPRESS, CA – February 23, 2012 – Universal Electronics Inc. (UEI), (NASDAQ: UEIC) reported financial results for the three and twelve months ended December 31, 2011.

Paul Arling, UEI's Chairman and CEO, stated: "Our fourth quarter 2011 net sales were within our expectations and demonstrated strong growth of 15% over last year, and earnings were at the high end of our expectations, at \$0.40 per share. In 2011, we maintained focus on improving our operational footing by introducing new innovative products and technologies, gaining market share and expanding geographically."

"At the 2012 Consumer Electronics Show (CES), we showcased several innovative yet simple-to-use products and technologies that address new growth areas in our industry such as IP-based set-top boxes, "smart" televisions, smartphones, tablets and Over-the-Top services. These innovations continue to demonstrate UEI's leadership in providing consumers with both the "lean forward" control experience and the familiar "lean back" experience with a remote control. As the face of remote control technology expands to include new platforms, UEI will continue to be at the forefront of developing hardware and software technologies that bring new functionality, enhanced applications and automated setup to the user's control experience," concluded Arling.

Financial Results for the Three Months Ended December 31: 2011 Compared to 2010

- Net sales were \$117.6 million, compared to net sales of \$102.5 million.
 - Business Category revenue was \$103.7 million, compared to \$89.1 million. The Business Category contributed 88.2% of total net sales, compared to 86.9%.
 - Consumer Category revenue was \$13.9 million, compared to \$13.4 million. The Consumer Category contributed 11.8% of total net sales, compared to 13.1%.
- Adjusted pro forma gross margins were 28.6%, compared to gross margins of 29.7%.
- Adjusted pro forma operating expenses were \$26.2 million, compared to operating expenses of \$22.4 million.
- Adjusted pro forma operating income was \$7.4 million, compared to operating income of \$8.0 million.
- Adjusted pro forma net income was \$5.9 million, or \$0.40 per diluted share, compared to net income of \$6.6 million, or \$0.45 per diluted share.
- At December 31, 2011, cash and cash equivalents was \$29.4 million.

Financial Results for the Twelve Months Ended December 31: 2011 Compared to 2010

- Net sales were \$468.6 million, compared to net sales of \$331.8 million.
- Adjusted pro forma gross margins were 28.0%, compared to gross margins of 31.8%.

- Adjusted pro forma operating expenses were \$100.2 million, compared to operating expenses of \$81.0 million.
- Adjusted pro forma operating income was \$31.0 million, compared to operating income of \$24.6 million.
- Adjusted pro forma net income was \$23.6 million, or \$1.55 per diluted share, compared to net income of \$17.9 million, or \$1.27 per diluted share.

Financial Outlook

For the first quarter of 2012, the company expects net sales to range between \$104 million and \$110 million, compared to \$105.7 million in the first quarter of 2011. Adjusted pro forma earnings per diluted share for the first quarter of 2012 are expected to range from \$0.19 to \$0.25, compared to adjusted pro forma earnings per diluted share of \$0.17 in the first quarter of 2011.

For the full 2012 year, the company expects net sales to range between \$500 million and \$520 million, compared to \$468.6 million in 2011. Adjusted pro forma earnings per diluted share for 2012 are expected to range from \$1.65 to \$1.85, compared to adjusted pro forma earnings per diluted share of \$1.55 in 2011.

Conference Call Information

UEI's management team will hold a conference call today, Thursday, February 23, 2012 at 4:30 p.m. ET / 1:30 p.m. PT, to discuss its fourth quarter and year-end 2011 earnings results, review recent activity and answer questions. To access the call in the U.S. please dial 877-655-6895 and for international calls dial 706-758-0299 approximately 10 minutes prior to the start of the conference. The conference ID is 49555937. The conference call will also be broadcast live over the Internet and available for replay for one year at www.uei.com. In addition, a replay of the call will be available via telephone for two business days, beginning two hours after the call. To listen to the replay, in the U.S., please dial 855-859-2056 and internationally, 404-537-3406. Enter access code 49555937.

Use of Non-GAAP Financial Metrics

Non-GAAP gross margins, Non-GAAP operating expenses, and Non-GAAP net income and earnings per share are supplemental measures of the company's performance that are not required by, and are not presented in accordance with GAAP. The non-GAAP information does not substitute for any performance measure derived in accordance with GAAP. Non-GAAP gross profit is defined as gross profit excluding charges related to the write-up of inventory and depreciation related to the acquisition. Non-GAAP operating expenses is defined as cash operating expenses excluding acquisition costs, amortization of intangibles and other employee related restructuring costs. Non-GAAP net income is net income from operations excluding the aforementioned items. A reconciliation of Non-GAAP financial results to GAAP results is included at the end of this press release.

About Universal Electronics Inc.

Founded in 1986, Universal Electronics Inc. (UEI) is the global leader in wireless control technology for the connected home. UEI designs, develops, and delivers innovative solutions that enable consumers to control entertainment devices, digital media, and home systems. The company's broad portfolio of patented technologies and database of infrared control software have been adopted by many Fortune 500 companies in the consumer electronics, subscription broadcast, and computing industries. UEI sells and licenses wireless control products through distributors and retailers under the One For All® brand name. For additional information, please visit our website at www.uei.com.

Safe Harbor Statement

This press release contains forward-looking statements that are made pursuant to the Safe-Harbor provisions of the Private Securities Litigation Reform Act of 1995. Words and expressions reflecting something other than historical fact are intended to identify forward-looking statements. These forward-looking statements involve a number of risks and uncertainties, including the benefits anticipated by the Company due to continued innovation of products and technologies; the Company's ability to gain market share; general economic conditions; the consumer electronics and broader retail industries to be weaker than anticipated by management; and other factors described in the Company's filings with the U.S. Securities and Exchange Commission. The actual results that the Company achieves may differ materially from any forward looking statement due to such risks and uncertainties. The Company undertakes no obligations to revise or update any forward-looking statements in order to reflect events or circumstances that may arise after the date of this release.

– Tables Follow –

UNIVERSAL ELECTRONICS INC.
CONSOLIDATED BALANCE SHEETS
(In thousands, except share-related data)

	December 31, 2011	December 31, 2010
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 29,372	\$ 54,249
Accounts receivable, net	82,184	86,304
Inventories, net	90,904	65,402
Prepaid expenses and other current assets	3,045	2,582
Deferred income taxes	6,558	5,896
Total current assets	212,063	214,433
Property, plant, and equipment, net	80,449	78,097
Goodwill	30,820	30,877
Intangible assets, net	32,814	35,994
Other assets	5,350	5,464
Deferred income taxes	7,992	7,806
Total assets	<u>\$ 369,488</u>	<u>\$ 372,671</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 55,430	\$ 56,086
Draw on line of credit	2,000	—
Notes payable	14,400	35,000
Accrued sales discounts, rebates and royalties	6,544	7,942
Accrued income taxes	5,707	5,873
Accrued compensation	29,204	30,634
Deferred income taxes	50	57
Other accrued expenses	13,967	13,238
Total current liabilities	127,302	148,830
Long-term liabilities:		
Deferred income taxes	11,056	11,369
Income tax payable	1,136	1,212
Other long-term liabilities	5	56
Total liabilities	139,499	161,467
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$0.01 par value, 5,000,000 shares authorized; none issued or outstanding	—	—
Common stock, \$0.01 par value, 50,000,000 shares authorized; 21,142,915 and 20,877,248 shares issued on December 31, 2011 and 2010, respectively	211	209
Paid-in capital	173,701	166,940
Accumulated other comprehensive income (loss)	938	(489)
Retained earnings	154,016	134,070
	328,866	300,730
Less cost of common stock in treasury, 6,353,035 and 5,926,071 shares on December 31, 2011 and 2010, respectively	(98,877)	(89,526)
Total stockholders' equity	229,989	211,204
Total liabilities and stockholders' equity	<u>\$ 369,488</u>	<u>\$ 372,671</u>

UNIVERSAL ELECTRONICS INC.
CONSOLIDATED INCOME STATEMENTS
(In thousands, except per share amounts)

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2011	2010	2011	2010
Net sales	\$117,645	\$102,505	\$468,630	\$331,780
Cost of sales	84,285	73,863	338,569	227,931
Gross profit	33,360	28,642	130,061	103,849
Research and development expenses	2,992	2,765	12,267	10,709
Selling, general and administrative expenses	24,102	21,145	91,218	71,839
Operating income	6,266	4,732	26,576	21,301
Interest (expense) income, net	(60)	(65)	(270)	34
Other (expense) income, net	(304)	461	(1,075)	523
Income before provision for income taxes	5,902	5,128	25,231	21,858
Provision for income taxes	988	1,362	5,285	6,777
Net income	<u>\$ 4,914</u>	<u>\$ 3,766</u>	<u>\$ 19,946</u>	<u>\$ 15,081</u>
Earnings per share:				
Basic	<u>\$ 0.33</u>	<u>\$ 0.26</u>	<u>\$ 1.34</u>	<u>\$ 1.10</u>
Diluted	<u>\$ 0.33</u>	<u>\$ 0.26</u>	<u>\$ 1.31</u>	<u>\$ 1.07</u>
Shares used in computing earnings per share:				
Basic	<u>14,763</u>	<u>14,344</u>	<u>14,912</u>	<u>13,764</u>
Diluted	<u>14,919</u>	<u>14,737</u>	<u>15,213</u>	<u>14,106</u>

UNIVERSAL ELECTRONICS INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31,		
	2011	2010	2009
Cash provided by operating activities:			
Net income	\$ 19,946	\$ 15,081	\$ 14,675
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	17,335	8,059	6,801
Provision for doubtful accounts	277	931	435
Provision for inventory write-downs	5,625	3,514	4,179
Deferred income taxes	(1,043)	(559)	(1,036)
Tax benefit from exercise of stock options and vested restricted stock	280	231	408
Excess tax benefit from stock-based compensation	(439)	(290)	(250)
Shares issued for employee benefit plan	729	566	741
Stock-based compensation	4,511	4,966	4,312
Changes in operating assets and liabilities, net of acquired assets and assumed liabilities:			
Accounts receivable	3,142	13,192	(4,278)
Inventories	(30,597)	(5,102)	(1,053)
Prepaid expenses and other assets	(345)	950	552
Accounts payable and accrued expenses	(4,319)	922	(2,201)
Accrued income and other taxes	(302)	(4,322)	702
Net cash provided by operating activities	<u>14,800</u>	<u>38,139</u>	<u>23,987</u>
Cash used for investing activities:			
Acquisition of Enson, net of cash acquired	—	(74,271)	—
Term deposit	—	49,246	(49,246)
Acquisition of property, plant, and equipment	(13,630)	(8,440)	(6,171)
Acquisition of intangible assets	(1,064)	(1,378)	(1,172)
Acquisition of assets from Zilog	—	—	(9,502)
Net cash used for investing activities	<u>(14,694)</u>	<u>(34,843)</u>	<u>(66,091)</u>
Cash (used for) provided by financing activities:			
Issuance of debt	4,200	41,000	—
Payment of debt	(22,800)	(9,834)	—
Proceeds from stock options exercised	1,677	1,964	3,275
Treasury stock purchased	(9,785)	(10,145)	(7,747)
Excess tax benefit from stock-based compensation	439	290	250
Net cash (used for) provided by financing activities	<u>(26,269)</u>	<u>23,275</u>	<u>(4,222)</u>
Effect of exchange rate changes on cash	1,286	(1,338)	104
Net (decrease) increase in cash and cash equivalents	<u>(24,877)</u>	<u>25,233</u>	<u>(46,222)</u>
Cash and cash equivalents at beginning of year	54,249	29,016	75,238
Cash and cash equivalents at end of year	<u>\$ 29,372</u>	<u>\$ 54,249</u>	<u>\$ 29,016</u>

Supplemental Cash Flow Information — *Income taxes paid, net of refunds, were \$8.1 million, \$11.7 million, and \$8.1 million in 2011, 2010, and 2009, respectively. We had interest payments of \$0.4 million in 2011 and \$0 in both 2010 and 2009.*

UNIVERSAL ELECTRONICS INC.
RECONCILIATION OF ADJUSTED PRO FORMA FINANCIAL RESULTS
(In thousands)
(Unaudited)

	Three Months Ended December 31, 2011			Three Months Ended December 31, 2010		
	GAAP	Adjustments	Adjusted Pro Forma	GAAP	Adjustments	Adjusted Pro Forma
Net sales	\$117,645	\$ —	\$117,645	\$102,505	\$ —	\$102,505
Cost of sales ⁽¹⁾	84,285	(277)	84,008	73,863	(1,799)	72,064
Gross profit	33,360	277	33,637	28,642	1,799	30,441
Research and development expenses	2,992	—	2,992	2,765	—	2,765
Selling, general and administrative expenses ⁽²⁾	24,102	(890)	23,212	21,145	(1,498)	19,647
Operating income	6,266	1,167	7,433	4,732	3,297	8,029
Interest (expense) income, net	(60)	—	(60)	(65)	—	(65)
Other (expense) income, net	(304)	—	(304)	461	—	461
Income before provision for income taxes	5,902	1,167	7,069	5,128	3,297	8,425
Provision for income taxes ⁽³⁾	988	179	1,167	1,362	487	1,849
Net income	<u>\$ 4,914</u>	<u>\$ 988</u>	<u>\$ 5,902</u>	<u>\$ 3,766</u>	<u>\$ 2,810</u>	<u>\$ 6,576</u>
Earnings per share diluted	<u>\$ 0.33</u>	<u>\$ 0.07</u>	<u>\$ 0.40</u>	<u>\$ 0.26</u>	<u>\$ 0.19</u>	<u>\$ 0.45</u>

	Twelve Months Ended December 31, 2011			Twelve Months Ended December 31, 2010		
	GAAP	Adjustments	Adjusted Pro Forma	GAAP	Adjustments	Adjusted Pro Forma
Net sales	\$468,630	\$ —	\$468,630	\$331,780	\$ —	\$331,780
Cost of sales ⁽¹⁾	338,569	(1,108)	337,461	227,931	(1,799)	226,132
Gross profit	130,061	1,108	131,169	103,849	1,799	105,648
Research and development expenses	12,267	—	12,267	10,709	—	10,709
Selling, general and administrative expenses ⁽²⁾	91,218	(3,292)	87,926	71,839	(1,498)	70,341
Operating income	26,576	4,400	30,976	21,301	3,297	24,598
Interest (expense) income, net	(270)	—	(270)	34	—	34
Other (expense) income, net	(1,075)	—	(1,075)	523	—	523
Income before provision for income taxes	25,231	4,400	29,631	21,858	3,297	25,155
Provision for income taxes ⁽³⁾	5,285	765	6,050	6,777	487	7,264
Net income	<u>\$ 19,946</u>	<u>\$ 3,635</u>	<u>\$ 23,581</u>	<u>\$ 15,081</u>	<u>\$ 2,810</u>	<u>\$ 17,891</u>
Earnings per share diluted	<u>\$ 1.31</u>	<u>\$ 0.24</u>	<u>\$ 1.55</u>	<u>\$ 1.07</u>	<u>\$ 0.20</u>	<u>\$ 1.27</u>

- (1) To reflect depreciation expense of \$0.3 million and \$1.1 million for the three and twelve months ending December 31, 2011, respectively, relating to the mark-up in fixed assets from cost to fair value as part of the Enson Assets Limited acquisition.
- (2) To reflect \$0.9 million and \$3.3 million of amortization expense for the three and twelve months ended December 31, 2011, respectively, relating to intangible assets acquired as part of the Enson Assets Limited and Zilog acquisitions.
- (3) To reflect the tax effect of the adjustments.