

As filed with the Securities and Exchange Commission on July 30, 2004

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549FORM S-8
REGISTRATION STATEMENT
Under the Securities Act of 1933UNIVERSAL ELECTRONICS INC.
(Exact name of registrant as specified in its charter)Delaware
(State or other jurisdiction of
incorporation or organization)33-0304817
(I.R.S. Employer Identification No.)6101 Gateway Drive
Cypress, California 90630
(Address of principal executive offices, including zip code)

UNIVERSAL ELECTRONICS INC. 2003 STOCK INCENTIVE PLAN

UNIVERSAL ELECTRONICS INC. COMPENSATION PLAN FOR OUTSIDE MEMBERS OF THE
BOARD OF DIRECTORS (2001)UNIVERSAL ELECTRONICS INC. 2004 DIRECTORS COMPENSATION PLAN
(Full title of the plans)Richard A. Firehammer, Jr.
Senior Vice President, General Counsel
and Secretary
Universal Electronics Inc.
6101 Gateway Drive
Cypress, California 90630
(714) 820-1000
(Name, address and telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered	Proposed Maximum Offering Price per share(1)	Proposed Maximum Aggregate Offering Price (1)	Amount of registration fee
Common Stock, \$0.01 par value	1,222,656 shares	\$14.85	\$18,156,441.60	\$2,300.42

(1) Estimated in accordance with Rule 457(c) solely for the purpose of calculating the registration fee and based upon the average of the high and low prices of the common stock of the registrant as quoted on The Nasdaq Stock Market on July 26, 2004.

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PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

As required by Rule 428(b)(1), the documents containing the information required in Part I of the Registration Statement will be provided to each participant in each of the following plans: (i) Universal Electronics Inc. 2003 Stock Incentive Plan; (ii) Universal Electronics Inc. Compensation Plan for Outside Members of the Board of Directors (2001); and (iii) Universal Electronics Inc. 2004 Directors Compensation Plan. Those documents, which are not being filed with the Securities and Exchange Commission (the "Commission") in accordance with the instructions to Form S-8, constitute (along with the documents incorporated by reference into the Registration Statement pursuant to Item 3 of Part II hereof) a prospectus that meets the requirements of Section 10(a) of the Securities Act of 1933.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents of Universal Electronics Inc. (the "Company"), previously filed with the Securities and Exchange Commission (the "Commission"), are incorporated herein by reference:

1. the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2003;
2. the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2004; and
3. the description of the common stock, par value \$0.01 per share, of the Company (the "Common Stock") contained in the Company's Form 8-A dated June 6, 1995 (Reg. No. 0-21044),

other than the portions of such documents, which by statute, by designation in such document or otherwise, are not deemed to be filed with the Commission or are not required to be incorporated herein by reference.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 after the date of this Registration Statement, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in the Registration Statement and to be a part hereof from the date of filing of such documents other than the portions of such documents, which by statute, by designation in such document or otherwise, are not deemed to be filed with the Commission or are not required to be incorporated herein by reference.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any other subsequently filed document that also is, or is deemed to be, incorporated by reference in this Registration Statement modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Not applicable.

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Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

Section 145 of the General Corporation Law of the State of Delaware grants each corporation organized thereunder the power to indemnify any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at its request as a director, officer, employee or agent of another corporation or enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of being or having been in any such capacity, if he acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Section 102(b)(7) of the General Corporation Law of the State of Delaware enables a corporation in its certificate of incorporation or an amendment thereto validly approved by stockholders to limit or eliminate the personal liability of its board of directors for violations of the directors' fiduciary duty of care.

Article Seventh of the Restated Certificate of Incorporation of Universal Electronics Inc., as amended, and Article XII of its Amended and Restated By-laws provide that the Company shall indemnify its officers and directors to the full extent permitted by applicable law and that such indemnification shall not be deemed exclusive of any other rights to which any person indemnified may be entitled by law or otherwise. In addition, Article XII of the Restated Certificate of Incorporation of the Company limits the personal liability of its Board of Directors for a breach of the fiduciary duty of care.

The Company has obtained liability insurance on behalf of its directors and officers which provides coverage for certain liabilities and expenses incurred by each director and officer in his capacity as such including certain liabilities under the Securities Act of 1933.

The effect of the foregoing provisions of the General Corporation Law of the State of Delaware, the Restated Certificate of Incorporation, as amended, and the Company's Amended and Restated By-Laws would be to permit such indemnification by the Company for liabilities arising under the Securities Act of 1933.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

See the Exhibit Index at Page E-1 of this Registration Statement.

Item 9. Undertakings

A. The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
- (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective

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amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

- (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is on Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Sections 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- B. The undersigned registrant undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- C. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions described under Item 6 above, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cypress, State of California, this 22nd day of July, 2004.

UNIVERSAL ELECTRONICS INC.

By: /s/ Paul D. Arling
Paul D. Arling
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on July 22, 2004.

NAME & TITLE	SIGNATURE
Paul D. Arling <i>Chairman and Chief Executive Officer</i> (Principal Executive Officer)	<u>/s/ Paul D. Arling</u> Paul D. Arling
Robert P. Lilleness <i>President and Chief Operating Officer</i>	<u>/s/ Robert P. Lilleness</u> Robert P. Lilleness
Bernard J. Pitz <i>Senior Vice President, Chief Financial Officer and Treasurer</i> (Principal Financial and Accounting Officer)	<u>/s/ Bernard J. Pitz</u> Bernard J. Pitz
Satjiv Chahil <i>Director</i>	<u>/s/ Satjiv Chahil</u> Satjiv Chahil
Bruce A. Henderson <i>Director</i>	<u>/s/ Bruce A. Henderson</u> Bruce A. Henderson
William C. Mulligan <i>Director</i>	<u>/s/ William C. Mulligan</u> William C. Mulligan
J. C. Sparkman <i>Director</i>	<u>/s/ J.C. Sparkman</u> J.C. Sparkman

**UNIVERSAL ELECTRONICS INC.
EXHIBIT INDEX**

Exhibit Number	Description
4.1	Restated Certificate of Incorporation of the Company, as amended (incorporated herein by reference to Exhibit 3.1 to the Company's Form S-1 Registration Statement filed on or about December 24, 1992 (File No. 33-56358))
4.2	Amended and Restated By-laws of the Company (incorporated herein by reference to Exhibit 3.2 to the Company's Form S-1 Registration Statement filed on or about December 24, 1992; File No. 33-56358)
4.3	Certificate of Amendment, dated June 2, 1995, to the Restated Certificate of Incorporation of the Company (incorporated herein by reference to Exhibit 3.3 to the Company's Annual Report on Form 10-K for the year ended December 31, 1995; File No. 0-21044)
4.4	Universal Electronics Inc. 2003 Stock Incentive Plan (incorporated by reference to Appendix B to the Company's Proxy Statement for its 2003 Annual Meeting of Stockholders filed on April 28, 2003; File No. 0-21044) Universal Electronics Inc. Compensation Plan for Outside
4.5	Members of the Board of Directors (2001)
4.6	Universal Electronics Inc. 2004 Directors Compensation Plan
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm

Universal Electronics Inc.
Compensation Plan
For
Outside Members of the Board of Directors

The compensation for the outside members of Universal Electronics Inc. (the "Corporation") Board of Directors for the three (3) year period commencing of July 1, 2001 and ending on June 30, 2004 shall be as follows:

1. On July 11, 2001, the Corporation shall issue to each person who is an outside member of the Board of Directors of the Corporation on July 1, 2001 (an "Eligible Director") that number of shares of the Corporation's common stock (the "Stock") that equal a "fair market value" of \$84,000. The term "fair market value" shall mean the average of the high and low trading price of the Stock on July 11, 2001 as reported on The Nasdaq Stock Market or if the Stock is not then traded on The Nasdaq Stock Market, on such other national securities exchange on which the Stock is admitted to trade or, if none, on the National Association of Securities Dealers Automated Quotation System if the Stock is admitted for quotation thereon; provided, however, that if any such system, exchange or quotation system is closed on July 11, 2001, the fair market value shall be determined as of the first day immediately proceeding July 11, 2001 on which such system, exchange or quotation system was open for trading; provided, further, that in all other circumstances, "fair market value" means the value determined by the Compensation Committee of Corporation's Board of Directors after obtaining an appraisal by one or more independent appraisers meeting the requirements of regulations issued under Section 170(a)(1) of the Internal Revenue Code of 1986, as amended from time to time, or any successor thereto.
 2. Within fifteen (15) business days following each calendar quarter, one-twelfth (1/12) of the total number of shares of Stock will be distributed to each Eligible Director so long as such Eligible Director was a member of the Board of Directors during the entire calendar quarter. Until the shares of Stock have been distributed, the Stock may not be transferred or otherwise encumbered in any way. In addition, in the event an Eligible Director ceases being an outside member of the Board of Directors of the Corporation, including without limitation, resignation, death, disability, or other cessation as an outside member of the Board of Directors of the Corporation (other than a cessation that occurs within eighteen (18) months following a "Change in Control"), the shares of Stock not already distributed shall be forfeited. In the event that an Eligible Director ceases being an outside member of the Board of Directors of the Corporation for any reason (including without limitation, resignation or failure to be reelected as a director by the Corporation's stockholders) within eighteen (18) months following a "Change in Control", all shares of Stock not previously distributed to such person shall be distributed to such person within fifteen (15) business days following the date on which such person ceases being an outside member of the Board of Directors of the Corporation
 3. A "Change in Control" shall be deemed to occur when (i) any "person" or "group" (as such terms are used in Sections 3(a), 13(d) and 14(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "1934 Act")), other than (1) a trustee or other fiduciary holding securities under any employee benefit plan of the Corporation or (2) a corporation owned directly or indirectly by the stockholders of the Corporation in substantially the same proportions as their ownership of Stock in the Corporation immediately prior to any such occurrence, is or becomes the "beneficial owner" (as defined in Rule 13d-3 under the 1934 Act), directly or indirectly, of securities of the Corporation representing 20% or more of the total voting power of the then outstanding securities of the Corporation entitled to vote generally in the election of directors (the "Voting Stock"); (ii) individuals who are members of the Board on the date of this Agreement and any individual who becomes a member of the Board hereafter whose
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nomination for election as a director was approved by the affirmative vote of a majority of such Directors, cease to constitute a majority of the members of the Board; (iii) there occurs a merger or consolidation of the Corporation with any other corporation or entity, other than a merger or consolidation which would result in the Voting Stock of the Corporation immediately outstanding prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity) at least 80% of the total voting power represented by the Voting Stock or the voting securities of such surviving entity outstanding immediately after such merger or consolidation; (iv) there occurs a sale or transfer or disposition of all or substantially all of the Corporation's assets to any other corporation or entity, other than a corporation owned directly or indirectly by the stockholders of the Corporation in substantially the same proportions as their ownership of Stock in the Corporation immediately prior to such sale, transfer or disposition; or (v) the dissolution or liquidation of the Corporation.

4. For purposes of this Compensation Plan, the Stock shall be "Restricted Securities" within the meaning of the applicable federal and state securities laws in that they have been issued pursuant to an exemption from registration under the securities laws and as such, are not freely transferable without a valid registration or an exemption from registration.
5. In general, unless elected otherwise, an Eligible Director will not realize income for federal income tax purposes on July 11, 2001, the date on which the shares of Stock were issued pursuant to this Compensation Plan. On the date that the shares of Stock are distributed to an Eligible Director in accordance with paragraph 2 above, the Eligible Director will recognize ordinary income equal to the then "fair market value" of the shares of Stock actually distributed.

2004 DIRECTOR COMPENSATION PLAN

Each Class II Director will receive the following annual compensation for service on the Board of Directors of Universal Electronics Inc. and its Committees:

1. Cash retainer in the amount of \$25,000
2. Grant of 5,000 shares of the common stock of Universal Electronics Inc.
3. For each meeting of the Board of Directors attended in excess of four (4), a meeting fee in the amount of \$1,500
4. For each Committee meeting attended, a meeting fee in the amount of \$1,000
5. For each Committee chaired, a chair fee in the amount of \$10,000

The 2004 Director Compensation Plan, which replaces the 2002 Director Compensation Plan, will have a term of ten (10) years, expiring as of June 30, 2014.

Since the 2002 Directors Compensation Plan was in effect for the first six months of 2004, outside director compensation for 2004 will be comprised of prorated awards from that plan and the 2004 Directors Compensation Plan. Accordingly, the compensation of each Class II director for 2004 will be comprised of (i) a cash retainer of \$12,500 and an option to purchase 5,357 shares of Company Common Stock pursuant to the 2002 Director Compensation Plan for the period January 1, 2004 through June 30, 2004 and (ii) a cash retainer of \$12,500, an award of 2,500 shares of Company Common Stock and any meeting or committee fees that may be payable under the 2004 Director Compensation Plan for the period July 1, 2004 through December 31, 2004.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 9, 2004 relating to the consolidated financial statements and financial statement schedule of Universal Electronics Inc., which appears in Universal Electronics Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2003.

/s/ PricewaterhouseCoopers LLP

PRICEWATERHOUSECOOPERS LLP
Orange County, California
July 23, 2004