

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

UNIVERSAL ELECTRONICS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

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

15147 N. Scottsdale Road, Suite H300
Scottsdale, Arizona
(Address of principal executive offices)

85254-2494
(Zip code)

UNIVERSAL ELECTRONICS INC. 2018 EQUITY AND INCENTIVE COMPENSATION PLAN

(Full title of the plan)

Richard A. Firehammer, Jr.
Senior Vice President
Universal Electronics Inc.

15147 N. Scottsdale Road, Suite H300
Scottsdale, Arizona 85254-2494

(Name and address of agent for service)

(480) 530-3000

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>		Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	(Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered ⁽¹⁾	Proposed Maximum Offering Price per share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of registration fee
Common Stock, \$0.01 par value	1,100,000 shares	\$46.935	\$51,628,500	\$5,632.67

- ⁽¹⁾ Pursuant to Rule 416 promulgated under the Securities Act of 1933 (the "Securities Act"), this registration statement also covers such additional shares of the registrant's common stock, par value \$0.01 per share (the "Common Stock"), that may become issuable pursuant to the anti-dilution provisions of the Universal Electronics Inc. 2018 Equity and Incentive Compensation Plan (the "Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction that increases the number of outstanding shares of common stock.
- ⁽²⁾ Estimated solely for calculating the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 promulgated under the Securities Act, on the basis of the average of the high and low sale prices of such securities on The Nasdaq Global Select Market on August 2, 2021, which date is within five business days prior to filing.

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PART I. INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Universal Electronics Inc. (the "Company") hereby files this registration statement on Form S-8 to register an additional 1,100,000 shares of Common Stock under the Plan for which a previously filed registration statement on Form S-8 relating to the Plan is effective. Pursuant to General Instruction E to Form S-8, this registration statement incorporates by reference the contents of the registration statement on Form S-8 (Registration No. 333-227594) filed by the Company on September 26, 2018, including all attachments and exhibits thereto, except to the extent supplemented, amended or superseded by the information set forth herein.

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents of the Company, previously filed with the Securities and Exchange Commission (the "Commission"),(File No. 0-21044), are incorporated herein by reference:

1. the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2020;
2. the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2021;
3. the Company's Current Reports on Form 8-K filed on April 1, 2021, June 9, 2021 and June 14, 2021; and
4. the description of the Company's Common Stock contained in the registration statement on Form 8-A dated June 6, 1995, as amended by the description of the Common Stock contained in Exhibit 4.3 to the Company's Annual Report on Form 10-K for the year ended December 31, 2020, and as amended by any subsequent amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, will be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents. The Company does not and will not, however, incorporate by reference in this registration statement any documents or portions thereof that are not deemed "filed" with the Commission, including any information furnished pursuant to Item 2.02 or Item 7.01 of the Company's Current Reports on Form 8-K, unless, and except to the extent, specified in such Current Reports.

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

ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

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 or her 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 or she 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 or her 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 also entered into an indemnification agreement with each of its directors and certain of its officers. Finally, 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 or her 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

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 (Registration No. 33-56358)) (paper file)
4.2	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 (Registration No. 0-21044)) (paper file)
4.3	Certificate of Amendment, dated July 26, 2000, to the Restated Certificate of Incorporation of the Company (incorporated herein by reference to Exhibit 4.4 to the Company's Form S-8 Registration Statement filed on October 5, 2000 (Registration No. 33-0204817))
4.4	Amended and Restated By-laws of the Company (incorporated herein by reference to Exhibit 3.4 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017 filed on March 13, 2018 (File No. 0-21044))
4.5	Universal Electronics Inc. 2018 Equity and Incentive Compensation Plan (incorporated by reference to Exhibit 4.5 to the Company's Form S-8 Registration Statement filed on September 26, 2018 (File No. 333-227594))
4.6	First Amendment to Universal Electronics Inc. 2018 Equity and Incentive Compensation Plan (filed herewith)
5	Opinion of Jones Day regarding the validity of the securities being registered (filed herewith)
23.1	Consent of Grant Thornton LLP, Independent Registered Public Accounting Firm (filed herewith)
23.2	Consent of Jones Day (included in Exhibit 5)

ITEM 9. UNDERTAKINGS

Not applicable.

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 Scottsdale, State of Arizona, on this 5th day of August, 2021.

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 August 5, 2021.

NAME & TITLE	SIGNATURE
Paul D. Arling <i>Chairman and Chief Executive Officer and Director</i> (principal executive officer)	<u>/s/ Paul D. Arling</u>
Bryan M. Hackworth <i>Chief Financial Officer</i> (principal financial officer and principal accounting officer)	<u>/s/ Bryan M. Hackworth</u>
Satjiv S. Chahil <i>Director</i>	<u>/s/ Satjiv S. Chahil</u>
Sue Ann R. Hamilton <i>Director</i>	<u>/s/ Sue Ann R. Hamilton</u>
William C. Mulligan <i>Director</i>	<u>/s/ William C. Mulligan</u>
Gregory P. Stapleton <i>Director</i>	<u>/s/ Gregory P. Stapleton</u>
Carl E. Vogel <i>Director</i>	<u>/s/ Carl E. Vogel</u>
Edward K. Zinser <i>Director</i>	<u>/s/ Edward K. Zinser</u>

**FIRST AMENDMENT TO
UNIVERSAL ELECTRONICS INC.
2018 EQUITY AND INCENTIVE COMPENSATION PLAN**

WHEREAS, Universal Electronics Inc., a Delaware corporation (“Company”) has adopted and maintains the Universal Electronics Inc. 2018 Equity and Incentive Compensation Plan, adopted by the Board of Directors on April 24, 2018 and approved by the shareholders of the Company on June 4, 2018 (the “Plan”);

WHEREAS, the Board of Directors of the Company is entitled to amend the Plan in accordance with Section 13(a) thereof, subject to approval by the shareholders, and desires to do so in order to increase the authorized shares available under the Plan by an additional 1,100,000, such that the total number of shares of Common Stock available for issuance in connection with all types of Awards will be 2,100,000, plus the number of shares of Common Stock, if any, that may be forfeited under outstanding awards granted under any of the Prior Plans;

NOW, THEREFORE, the following amendments are hereby approved and adopted:

1. Section 5(b) is hereby amended and restated in its entirety to provide as follows:

(b) Shares Available. Subject to adjustment in accordance with Section 11 of the Plan, the total number of shares of Common Stock reserved and available for issuance in connection with all types of Awards under the Plan shall be two million, one hundred thousand (2,100,000) (all of which may be issued as Incentive Stock Options), plus the number of shares of Common Stock underlying any award granted under any of the Prior Plans that expires, terminates or is canceled or forfeited for any reason whatsoever or settled in cash (in whole or in part) or is unearned (in whole or in part) under the terms of the applicable Prior Plan.

2. The increase in the number of shares of Common Stock issuable under the Plan shall be effective upon receipt of approval for such increase by the Company’s shareholders, and shall be subject to and contingent upon receipt of such approval.

3. Except as provided herein, all other provisions of the Plan shall continue in full force and effect.

IN WITNESS WHEREOF, the Company has caused this Amendment to be executed by its duly authorized officer on this 8th day of June, 2021.

By: /s/ Bryan Hackworth
Title: Senior Vice President and CFO

JONES DAY

NORTH POINT • 901 LAKESIDE AVENUE • CLEVELAND, OHIO 44114-1190

TELEPHONE: (216) 586-3939 • FACSIMILE: (216) 579-0212

Exhibit 5

August 5, 2021

Universal Electronics Inc.
15147 N. Scottsdale Road
Suite H300
Scottsdale, Arizona 85254-2494

Re: Registration Statement on Form S-8 Filed by Universal Electronics Inc.

Ladies and Gentlemen:

We have acted as counsel for Universal Electronics Inc., a Delaware corporation (the “**Company**”), in connection with the Universal Electronics Inc. 2018 Equity and Incentive Compensation Plan (the “**Plan**”). In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of such opinion. Based upon the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that the 1,100,000 shares (the “**Shares**”) of common stock, par value \$0.01 per share, of the Company that may be issued or delivered and sold pursuant to the Plan and the authorized forms of stock option, restricted stock or other applicable award agreements thereunder (the “**Award Agreements**”) will be, when issued or delivered and sold in accordance with such Plan and the Award Agreements, validly issued, fully paid and nonassessable, provided that the consideration for the Shares is at least equal to the stated par value thereof.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction on the opinion expressed herein. In addition, we have assumed that the resolutions authorizing the Company to issue or deliver and sell the Shares pursuant to the Plan and the Award Agreements will be in full force and effect at all times at which the Shares are issued or delivered and sold by the Company, and the Company will take no action inconsistent with such resolutions. In rendering the opinion above, we also have assumed that each award under the Plan will be approved by the Directors of the Company or an authorized committee of the Directors of the Company.

We hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement on Form S-8 filed by the Company to effect the registration of the Common Stock to be issued or delivered and sold pursuant to the Plan under the Securities Act of 1933 (the “**Act**”). In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated March 5, 2021 with respect to the consolidated financial statements and internal control over financial reporting of Universal Electronics Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2020, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ GRANT THORNTON LLP

Newport Beach, California
August 5, 2021