

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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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* <u>Ammari Ramzi</u>  (Last) (First) (Middle) 15147 N. SCOTTSDALE ROAD  (Street) SCOTTSDALE AZ 85254  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>UNIVERSAL ELECTRONICS INC [ UEIC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr.VP Corp Planning &amp; Strategy</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/11/2021	
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	02/12/2021		M		1,985	A	(1)	15,097	D	
Common Stock	02/12/2021		F		1,038 <sup>(2)</sup>	D	\$59.67 <sup>(3)</sup>	14,059	D	
Common Stock	02/13/2021		M		616	A	(1)	14,675	D	
Common Stock	02/13/2021		F		286 <sup>(2)</sup>	D	\$59.67 <sup>(3)</sup>	14,389	D	

**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 <sup>(4)</sup>	(1)	02/11/2021		A		4,625		(4)	(4)	Common Stock	4,625	\$0.00	15,291	D	
Emp Stock Option (Rt to Buy) <sup>(5)</sup>	\$59.43 <sup>(6)</sup>	02/11/2021		A		11,475		02/11/2022	02/11/2028	Common Stock	11,475	\$59.43 <sup>(6)</sup>	46,465	D	
Restricted Stock Units	(1)	02/12/2021		D			1,985	(7)	(7)	Common Stock	1,985	\$0.00	13,306	D	
Restricted Stock Units	(1)	02/13/2021		D			616	(7)	(7)	Common Stock	616	\$0.00	12,690	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of UEI common stock.
- This transaction represents a withholding of shares to cover taxes applicable to a vesting of RSUs also reported on this Form 4.
- Price determined in accordance with the terms of the Companies applicable Stock Incentive Plan.
- Restricted Stock Grant was approved by the Compensation Committee of the Board of Directors on December 18, 2020 and ratified and approved by the Board of Directors on February 11, 2021, and granted on February 11, 2021. The Restricted Stock Units will vest over a 3 year vesting schedule of 33.33% on February 11, 2022, and 8.33% quarterly thereafter.
- Stock Option Grant was approved by the Compensation Committee of the Board of Directors on December 18, 2020 and ratified and approved by the Board of Directors on February 11, 2021, and granted on February 11, 2021. The Stock Options will vest over a 3-year vesting schedule of 33.33% on February 11, 2022, and 8.33% quarterly thereafter, and will expire on February 22, 2028.
- Exercise Price determined in accordance with the terms of the Company's applicable Stock Incentive Plan.
- The restricted stock units vest in accordance with the vesting schedule of each RSU Grant.

**Remarks:**

/s/Ramzi Ammari, by Valerie J. Ballard, pursuant to Limited Power of Attorney dated January 22, 2020 02/16/2021

\*\* 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.

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