

**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 33-0204817
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

201 E. Sandpointe Avenue, 8th Floor
Santa Ana, California 92707
(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.
201 E. Sandpointe Avenue, 8th Floor
Santa Ana, California 92707
(714) 918-9500

(Name, address and 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, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

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
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Common Stock, \$0.01 par value	54,134 shares	\$43.065	\$2,331,280.71	\$300.27
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⁽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 Global Select Stock Market on March 7, 2014.

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EXPLANATORY NOTE

This Registration Statement registers additional securities of the same class as other securities for which a registration statement filed on this form relating to the same employee benefit plans is effective. Consequently, pursuant to General Instruction E of Form S-8, the contents of the Registration Statement on Form S-8 filed by Universal Electronics Inc. (the "Company") with the Securities and Exchange Commission regarding the (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 (the "Plans") on July 30, 2004, Registration No. 333-117782, are incorporated by reference into this Registration Statement and made a part hereof.

PART II

Item 8. Exhibits

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

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 Santa Ana, State of California, this 12th day of March, 2014.

UNIVERSAL ELECTRONICS INC.

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

Date: March 12, 2014

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 March 12, 2014.

NAME & TITLE	SIGNATURE	DATE
Paul D. Arling Chairman and Chief Executive Officer (principal executive officer)	<u>/s/ Paul D. Arling</u>	March 12, 2014
Bryan M. Hackworth Chief Financial Officer (principal financial officer and principal accounting officer)	<u>/s/ Bryan M. Hackworth</u>	March 12, 2014
Satjiv S. Chahil Director	<u>/s/ Satjiv S. Chahil</u>	March 12, 2014
William C. Mulligan Director	<u>/s/ William C. Mulligan</u>	March 12, 2014
J. C. Sparkman Director	<u>/s/ J.C. Sparkman</u>	March 12, 2014
Gregory P. Stapleton Director	<u>/s/ Gregory P. Stapleton</u>	March 12, 2014
Carl E. Vogel Director	<u>/s/ Carl E. Vogel</u>	March 12, 2014
Edward K. Zinser Director	<u>/s/ Edward K. Zinser</u>	March 12, 2014

**UNIVERSAL ELECTRONICS INC.
EXHIBIT INDEX**

Exhibit Number	Description
5	Opinion of Brouse McDowell regarding the validity of the securities being registered (filed herewith)
23.1	Consent of Grant Thornton LLP, Independent Registered Public Accounting Firm
23.2	Consent of Brouse McDowell (included in Exhibit 5)



March 12, 2014

Universal Electronics Inc.
201 E. Sandpointe Avenue, 8th Floor
Santa Ana, California 92707

Ladies & Gentlemen:

We are acting as counsel to Universal Electronics Inc. (the "Company") in connection with the issuance and sale by the Company of up to 54,134 shares of its Common Stock (the "Shares") shares pursuant to the Universal Electronics Inc. 2003 Stock Incentive Plan, the Universal Electronics Inc. Compensation Plan For Outside Members of the Board of Directors (2001) and the Universal Electronics Inc. 2004 Directors Compensation Plan (the "Plans").

We have examined such documents, records and matters of law as we have deemed necessary for purposes of this opinion, and based thereon we are of the opinion that the Shares which may be issued and sold pursuant to the Plans have been duly authorized and, when issued and sold in accordance with the provisions of the Plans, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement on Form S-8 being filed today by the Company with the Securities and Exchange Commission to effect registration of the Shares under the Securities Act of 1933.

Very truly yours,

BROUSE McDOWELL,
A Legal Professional Association

/s/ Brouse McDowell

878001
Ref. No. 14-116

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated March 12, 2014 with respect to the consolidated financial statements and internal control over financial reporting included in the Annual Report on Form 10-K for the year ended December 31, 2013 of Universal Electronics Inc., which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference in the Registration Statement of the aforementioned reports.

/s/ GRANT THORNTON LLP

Irvine, California
March 12, 2014