

KOSS CORP  
Form 10-Q  
October 31, 2014  
Index

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

Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
for the quarterly period ended September 30, 2014

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
Commission File Number 0-3295

KOSS CORPORATION  
(Exact Name of Registrant as Specified in its Charter)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

39-1168275  
(I.R.S. Employer Identification No.)

4129 North Port Washington Avenue, Milwaukee,  
Wisconsin  
(Address of principal executive offices)

53212  
(Zip Code)

Registrant's telephone number, including area code: (414) 964-5000

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes  No

At October 27, 2014, there were 7,382,706 shares outstanding of the registrant's common stock.

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FINANCIAL INFORMATION

## Item 1. Financial Statements

## KOSS CORPORATION

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

	Three Months Ended	
	September 30	
	2014	2013
Net sales	\$5,469,486	\$6,824,339
Cost of goods sold	3,626,769	4,512,694
Gross profit	1,842,717	2,311,645
Operating expenses:		
Selling, general and administrative expenses	1,938,993	2,884,481
Unauthorized transaction related costs and (recoveries), net	52,492	(708,716)
Total operating expenses	1,991,485	2,175,765
Income (loss) from operations	(148,768)	) 135,880
Other expense:		
Interest expense	(4,333)	) (7,606)
Income (loss) before income tax provision (benefit)	(153,101)	) 128,274
Income tax provision (benefit)	(58,103)	) 48,872
Net income (loss)	\$(94,998)	) \$79,402
Income (loss) per common share:		
Basic	\$(0.01)	) \$0.01
Diluted	\$(0.01)	) \$0.01
Dividends declared per common share	\$—	\$0.06

The accompanying notes are an integral part of these condensed consolidated financial statements.

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CONDENSED CONSOLIDATED BALANCE SHEETS

	(Unaudited) September 30, 2014	June 30, 2014
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 125,404	\$ 1,899,411
Accounts receivable, less allowance for doubtful accounts of \$28,560 and \$20,501, respectively	2,770,956	3,160,887
Inventories	7,178,995	7,054,932
Prepaid expenses and other current assets	267,570	148,200
Income taxes receivable	1,264,281	1,109,276
Deferred income taxes	2,414,152	2,576,023
Total current assets	14,021,358	15,948,729
Equipment and leasehold improvements, net	1,856,016	1,840,491
Other assets:		
Deferred income taxes	1,688,298	1,623,329
Cash surrender value of life insurance	5,315,751	4,977,409
Total other assets	7,004,049	6,600,738
Total assets	\$22,881,423	\$24,389,958
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$1,510,474	\$2,464,755
Accrued liabilities	1,975,376	3,853,473
Income taxes payable	175,000	175,000
Line of credit facility	1,300,000	—
Total current liabilities	4,960,850	6,493,228
Long-term liabilities:		
Deferred compensation	2,320,826	2,320,091
Other liabilities	292,291	336,772
Total long-term liabilities	2,613,117	2,656,863
Total liabilities	7,573,967	9,150,091
Stockholders' equity:		
Common stock, \$0.005 par value, authorized 20,000,000 shares; issued and outstanding 7,382,706 shares	36,914	36,914
Paid in capital	4,158,829	3,996,242
Retained earnings	11,111,713	11,206,711
Total stockholders' equity	15,307,456	15,239,867

Total liabilities and stockholders' equity	\$22,881,423	\$24,389,958
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The accompanying notes are an integral part of these condensed consolidated financial statements.

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KOSS CORPORATION  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

	Three Months Ended September 30	
	2014	2013
Operating activities:		
Net income (loss)	\$(94,998	) \$79,402
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Provision for (recoveries of previously written off) doubtful accounts	11,023	(100,060
Loss on disposals of fixed assets	3,359	—
Depreciation of equipment and leasehold improvements	161,653	209,819
Amortization of product software development expenditures	—	364,539
Stock-based compensation expense	162,587	172,530
Deferred income taxes	96,902	70,962
Change in cash surrender value of life insurance	(106,884	) (81,741
Deferred compensation	735	(81,482
Net changes in operating assets and liabilities (see note 11)	(2,896,388	) 3,881,553
Cash provided by (used in) operating activities	(2,662,011	) 4,515,522
Investing activities:		
Life insurance premiums paid	(231,458	) (242,016
Purchase of equipment and leasehold improvements	(180,538	) (235,201
Cash used in investing activities	(411,996	) (477,217
Financing activities:		
Net proceeds from line of credit facility	1,300,000	—
Dividends paid to stockholders	—	(442,962
Cash provided by (used in) financing activities	1,300,000	(442,962
Net increase (decrease) in cash and cash equivalents	(1,774,007	) 3,595,343
Cash and cash equivalents at beginning of period	1,899,411	859,636
Cash and cash equivalents at end of period	\$125,404	\$4,454,979

The accompanying notes are an integral part of these condensed consolidated financial statements.

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KOSS CORPORATION  
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
 September 30, 2014  
 (Unaudited)

### 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The condensed consolidated balance sheet of Koss Corporation (the "Company") as of June 30, 2014 has been derived from audited financial statements. The unaudited condensed consolidated financial statements presented herein are based on interim amounts. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP") have been condensed or omitted. In the opinion of management, all adjustments (consisting of normal recurring accruals) necessary to present fairly the financial position, results of operations and cash flows for all periods presented have been made. The operating results for the three months ended September 30, 2014 are not necessarily indicative of the operating results that may be experienced for the full fiscal year ending June 30, 2015.

In the three months ended December 31, 2013, the Company formed Koss U.K. Limited to comply with certain European Union (EU) requirements. The entity is non-operating and holds no assets.

These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2014.

### 2. UNAUTHORIZED TRANSACTION RELATED COSTS AND RECOVERIES

In December 2009, the Company learned of significant unauthorized transactions as previously reported. The Company has ongoing costs and recoveries associated with the unauthorized transactions. For the three months ended September 30, 2014 and 2013, the costs incurred were for legal fees related to claims initiated against third parties (see Note 13). The Company has received recoveries related to the unauthorized transactions, which are summarized below. The Company will continue to incur legal fees for the claims initiated against third parties. The Company expects to receive additional forfeiture related funds in the fiscal year ended June 30, 2015. However, the remaining amounts to be received are not expected to be significant. For the three months ended September 30, 2014 and 2013, the costs and recoveries were as follows:

	Three Months Ended	
	September 30	
	2014	2013
Legal fees incurred	\$52,492	\$107,813
Proceeds from asset forfeitures	—	(816,529)
Unauthorized transaction related costs and (recoveries), net	\$52,492	\$(708,716)

### 3. INVENTORIES

The components of inventories at September 30, 2014 and June 30, 2014 were as follows:

	September 30, 2014	June 30, 2014
Raw materials	\$5,394,907	\$5,593,159



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Work-in process	6,841	—	
Finished goods	6,577,205	6,327,221	
	11,978,953	11,920,380	
Allowance for obsolete inventory	(4,799,958	) (4,865,448	)
Total inventories	\$7,178,995	\$7,054,932	

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4. PRODUCT SOFTWARE DEVELOPMENT EXPENDITURES

The Company follows the guidance of ASC 985-20 "Costs of Software to be Sold, Leased, or Marketed" when capitalizing software development costs associated with software embedded in or to be incorporated into its products. The cost of purchased software technology is capitalized and stated at the lower of unamortized cost or expected net realizable value. Software is subject to rapid technological obsolescence and future revenue estimates supporting the capitalized software cost can be negatively affected based upon competitive products, services and pricing. Such adverse developments could reduce the estimated net realizable value of our product software development costs and could result in impairment or a shorter estimated life. Such events would require us to take a charge in the period in which the event occurs or to increase the amortization expense in future periods and would have a negative effect on our results of operations. At a minimum, we review for impairment on a quarterly basis.

The Company launched a new product offering in 2012 and began amortization of the related capitalized software. Amortization was being recorded over a three year period or a fixed amount per unit sold, whichever is greater. In the three months ended December 31, 2013, the Company determined that the capitalized software needed to be replaced by a new architecture under development. As a result, the remaining asset value of \$2,308,752 was expensed during the three months ended December 31, 2013 (charged to the Condensed Consolidated Statements of Operations line item titled "Impairment of capitalized software, inventory and related items"). The Company continues to believe in the viability of this technology but has temporarily suspended its research and development effort until the base business is restored to more profitable levels. Software development costs expended to develop future Wi-Fi based products will be expensed as incurred and charged to research and development.

Capitalized software amortization recorded in Cost of Goods Sold in the three months ended September 30, 2013 totaled \$364,539.

5. INCOME TAXES

For the three months ended September 30, 2014, the company recorded an income tax benefit of \$58,103, compared to an income tax expense of \$48,872 for the three months ended September 30, 2013. The decrease in the company's tax expense for the three months ended September 30, 2014 relative to the prior year resulted from pre-tax book losses. The Company files income tax returns in the United States federal jurisdiction and in several state jurisdictions. The Company's federal tax returns through tax year June 30, 2010 are settled and the income tax returns for tax years beginning July 1, 2010 are open. For states in which the Company files state income tax returns, the statute of limitations is generally open for tax years ended June 30, 2010 and forward. The Company's Federal return for the fiscal year ended June 30, 2013 is currently under examination.

The Company's unrecognized tax benefits, excluding interest and penalties, were \$175,000 as of September 30, 2014 and as of June 30, 2014. All of the Company's unrecognized tax benefits as of September 30, 2014, if recognized, would impact the effective tax rate.

6. CREDIT FACILITY

On May 12, 2010, the Company entered into a secured credit facility with JPMorgan Chase Bank, N.A. ("Lender"). The Credit Agreement dated May 12, 2010 between the Company and the Lender ("Credit Agreement") provided for an \$8,000,000 revolving secured credit facility with interest rates either ranging from 0.0% to 0.75% over the Lender's most recently publicly announced prime rate or 2.0% to 3.0% over LIBOR, depending on the Company's leverage

ratio. The Company pays a fee of 0.3% to 0.45% for unused amounts committed in the credit facility. On July 24, 2013, the Credit Agreement was amended to extend the expiration to July 31, 2015. On July 23, 2014 the Credit Agreement was amended to reduce the facility to \$5,000,000 and to amend certain financial covenants. In addition to the revolving loans, the Credit Agreement also provides that the Company may, from time to time, request the Lender to issue letters of credit for the benefit of the Company of up to a sublimit of \$2,000,000 and subject to certain other limitations. The loans may be used only for general corporate purposes of the Company.

The Credit Agreement contains certain affirmative, negative and financial covenants customary for financings of this type. The negative covenants include restrictions on other indebtedness, liens, fundamental changes, certain investments, asset sales, sale and leaseback transactions and transactions with affiliates, among other restrictions. The financial covenants include minimum EBITDA and minimum tangible net worth requirements. The Company and the Lender also entered into the Pledge and

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Security Agreement dated May 12, 2010 under which the Company granted the Lender a security interest in substantially all of the Company's assets in connection with the Company's obligations under the Credit Agreement. The balance on this facility was \$1,300,000 as of September 30, 2014 and \$0 as of June 30, 2014.

## 7. INTEREST EXPENSE

The Company incurs interest expense primarily related to its secured credit facility (see Note 6) and to its liabilities for its tax positions related to the unauthorized transactions. As the tax returns have been settled and statute of limitations have expired, the accrued interest expense on certain items has been reversed. Interest expense detail was as follows for the three months ended September 30, 2014 and 2013, respectively:

	Three Months Ended September 30	
	2014	2013
Interest (expense) benefit on secured credit facility	\$ (4,333)	) \$ 587
Interest expense for tax positions related to unauthorized transactions	—	) (8,193)
Interest expense	\$ (4,333)	) \$ (7,606)

## 8. INCOME (LOSS) PER COMMON AND COMMON STOCK EQUIVALENT SHARE

Basic income (loss) per share is computed based on the weighted-average number of common shares outstanding. The weighted-average number of common shares outstanding was 7,382,706 for the quarters ended September 30, 2014 and 2013. When dilutive, stock options are included in income (loss) per share as share equivalents using the treasury stock method. For the periods ended September 30, 2014 and 2013, there were no common stock equivalents related to stock option grants that were included in the computation of the weighted-average number of shares outstanding for diluted income (loss) per share. Shares issuable upon the exercise of outstanding options of 2,411,000 and 2,186,000 were excluded from the diluted weighted-average common shares outstanding for the periods ended September 30, 2014 and 2013, respectively, as they would be anti-dilutive.

## 9. STOCK OPTIONS

The Company recognizes stock-based compensation expense for options granted under both the 1990 Flexible Incentive Plan and the 2012 Omnibus Incentive Plan. The stock-based compensation relates to stock options granted to employees, non-employee directors and non-employee consultants. In the three months ended September 30, 2014, options to purchase 445,000 shares were granted under the 2012 Omnibus Incentive Plan at a weighted average exercise price of \$3.19. In the three months ended September 30, 2013, options to purchase 445,000 shares were granted under the 2012 Omnibus Incentive Plan at a weighted average exercise price of \$5.64. Stock-based compensation expense during the three months ended September 30, 2014 and 2013 was \$162,587 and \$172,530, respectively.

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## 10. STOCK PURCHASE AGREEMENTS

The Company has an agreement with its Chairman, John C. Koss, in the event of his death, at the request of the executor of his estate, to repurchase his Company common stock from his estate. The Company does not have the right to require the estate to sell stock to the Company. As such, this arrangement is accounted for as a written put option with the fair value of the put option recorded as a derivative liability.

As of September 30, 2014, John C. Koss did not hold a material amount of Company stock. As such, there is no exposure that the executor of John C. Koss' estate may require the Company to repurchase a material amount of stock in the event of his death. The fair value of the written put option was \$0 at September 30, 2014 and at June 30, 2014. The repurchase price is 95% of the fair market value of the common stock on the date that notice to repurchase is provided to the Company. The total number of shares to be repurchased will be sufficient to provide proceeds which are the lesser of \$2,500,000 or the amount of estate taxes and administrative expenses incurred by the Chairman's estate. The Company may elect to pay the purchase price in cash or may elect to pay cash equal to 25% of the total amount due and to execute a promissory note for the balance, payable over four years, at the prime rate of interest. The Company maintains a \$1,150,000 life insurance policy to fund a substantial portion of this obligation.

## 11. ADDITIONAL CASH FLOW INFORMATION

The net changes in cash as a result of changes in operating assets and liabilities consist of the following:

	Three Months Ended		
	September 30		
	2014	2013	
Accounts receivable	\$378,909	\$8,874,879	
Inventories	(124,063	) 740,363	
Income taxes receivable	(155,005	) —	
Prepaid expenses and other current assets	(119,370	) (80,744	)
Income taxes payable	—	(2,035,090	)
Accounts payable	(954,281	) (926,014	)
Accrued liabilities	(1,878,097	) (2,691,841	)
Other liabilities	(44,481	) —	
Net change	\$(2,896,388	) \$3,881,553	
Net cash paid during the period for:			
Income taxes	\$10,510	\$2,013,000	
Interest	\$1,011	\$2,185	

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## 12. STOCKHOLDERS' EQUITY

The following table summarizes the changes in stockholders' equity for the three months ended September 30, 2014 and 2013:

	Three Months Ended	
	September 30	
	2014	2013
Net income (loss)	\$ (94,998	) \$ 79,402
Dividends declared	—	(442,962 )
Stock-based compensation expense	162,587	172,530
Income tax benefit from dividends paid to employee stock ownership plan	—	12,432
Increase (decrease) in stockholders' equity	\$ 67,589	\$ (178,598 )

## 13. LEGAL MATTERS

As of September 30, 2014, the Company is party to the matters related to the unauthorized transactions and the termination of a vendor contract described below:

On February 18, 2010, the Company filed an action against American Express Company, American Express Travel Related Services Company, Inc., AMEX Card Services Company, Decision Science, and Pamela S. Hopkins in Superior Court of Maricopa County, Arizona, case no. CV2010-006631. The claims alleged include aiding and abetting breach of fiduciary duty, aiding and abetting fraud, and conversion relating to the unauthorized transactions. The case is proceeding in the Superior Court with respect to those claims.

On December 17, 2010, the Company filed an action against Park Bank in Circuit Court of Milwaukee County, Wisconsin alleging claims of negligence and breach of fiduciary duty relating to the unauthorized transactions. The Company voluntarily dismissed the negligence claim and the case is proceeding in the Circuit Court.

On March 6, 2014, the Company filed an action against Red Fusion Studios, Inc. ("Red Fusion") in Circuit Court of Milwaukee County, Wisconsin, Case No. 14CV001885, seeking the return of the Company's property and damages following the termination of the agreement that the Company had with Red Fusion for the development of the Company's Striva Technology. Red Fusion filed counterclaims relating to fees that Red Fusion alleges it is owed as a result of the termination. The case is proceeding in the Circuit Court.

The ultimate resolution of these matters is not determinable unless otherwise noted.

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## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

## Overview

The Company markets a complete line of high-fidelity headphones, speaker-phones, computer headsets, telecommunications headsets, active noise canceling headphones, wireless headphones and compact disc recordings of American Symphony Orchestras on the Koss Classics label. The Company operates as one business segment.

In December 2009, the Company learned of significant unauthorized transactions, details of which have been disclosed in depth in the Company's previous periodic reports filed with the SEC. References to unauthorized transactions below should be read in conjunction with those reports.

## Results of Operations Summary

Net sales in the quarter ended September 30, 2014 decreased 19.9%, compared to the same quarter last year, to \$5,469,486 with decreased sales primarily in export markets but also in certain domestic mass retailer sales. Gross profit as a percent of sales decreased 0.2% to 33.7% for the quarter ended September 30, 2014, compared to 33.9% for the same quarter last year. This decrease is primarily due to the decrease in export sales, lower margins on certain mass retailer products and the impact of fixed manufacturing overhead costs. Selling, general and administrative spending was lower primarily due to reduced software development expenditures, reduced expense for legal fees and other outside services, reduced 401(k) match, reduced sales commissions on the lower sales, and reduced charitable donations. In addition, the sales office in Switzerland was closed in October 2013.

## Financial Results

The following table presents selected financial data for the three months ended September 30, 2014 and 2013. Comparative figures are presented compared to the same period one year prior:

Financial Performance Summary	Three Months Ended			
	September 30			
	2014	2013		
Net sales	\$5,469,486	\$6,824,339		
Net sales increase (decrease) %	(19.9	)%	(23.4	)%
Gross profit	\$1,842,717	\$2,311,645		
Gross profit as % of net sales	33.7	%	33.9	%
Selling, general and administrative expenses	\$1,938,993	\$2,884,481		
Selling, general and administrative expenses as a % of sales	35.5	%	42.3	%
Unauthorized transaction related costs	\$52,492	\$107,813		
Unauthorized transaction related recoveries	\$—	\$(816,529	)	
Unauthorized transaction related costs and (recoveries), net	\$52,492	\$(708,716	)	
Income (loss) from operations	\$(148,768	)	\$135,880	
Income (loss) from operations as % of net sales	(2.7	)%	2.0	%
Interest expense	\$(4,333	)	\$(7,606	)
Income tax provision (benefit)	\$(58,103	)	\$48,872	
Income tax provision (benefit) as % of income before income tax provision (benefit)	38.0	%	38.1	%

## 2014 Results Compared with 2013

Net sales decreased in the three months ended September 30, 2014, as sales in Europe were off approximately \$1.0 million compared to the same quarter last year. Net sales in our domestic markets decreased in the three months ended September 30, 2014 as a result of initial shipments to new customers in the same quarter last year not being matched in the current year.



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Export sales declined in the three months ended September 30, 2014 compared to the same period in the prior year by approximately 39%. Certain key customers in Europe accounted for the majority of the decline in export sales. Management believes its customers in Europe are dealing with the impact of weak economies, which affect sell-through and their ability to properly balance inventories. The distributor in Ukraine continues to be affected by political unrest in that region. In addition, sales to the Czech Republic were down considerably in the quarter as they adjust inventory levels following two very strong years ended June 30, 2014.

In the quarter ended September 30, 2013, there were initial load-in shipments to certain customers that were not repeated in the current quarter. Overall the U.S. sales for the three months ended September 30, 2014 were approximately 8% less than in the same period the previous year.

Gross profit as a percent of sales was 33.7% which was lower than last year by 0.2%. The lower gross profit margin was primarily the result of lower sales to export customers and pricing changes to a mass retail customer in the U.S. Lower manufacturing costs and no software amortization in the current quarter helped offset the impact from lower sales and pricing. Manufacturing costs were lower due to suspending the Mexico operations at the end of July 2014. There was no software amortization in the current quarter as a result of the impairment charge taken in the quarter ended December 31, 2013.

Selling, general and administrative expenses were lower than the same period last year. The Company reduced spending on the development of the STRIVA product line resulting in a decrease of approximately \$360,000. Legal fees and outside service fees declined by approximately \$295,000 due to changes in work being done as well as lower rates. The 401(k) match was decreased and saved approximately \$128,000 compared to last year. The sales office in Switzerland was closed following the quarter ended September 30, 2013 and saved approximately \$80,000 in the current quarter. Sales for Europe are now supported from an office in Ireland. Sales for Asia and Latin America are supported from U.S. based personnel. In addition, there were lower expenses for sales commissions on the lower sales, and donations were decreased in the quarter.

The Company believes that most of the proceeds from asset forfeitures have been received as of September 30, 2014. Final proceeds are expected to be received in the fiscal year ended June 30, 2015.

The loss from operations for the quarter ended September 30, 2014 is primarily due to the decline in net sales. These impacts were partially offset by cost savings from suspending the Mexico operations and lower selling, general and administrative expenses.

The effective income tax rate for the three months ended September 30, 2014 was 38.0% which is comprised of the U.S. federal statutory rate of 34% and the effect of state income taxes. It is anticipated that the effective income tax rate will be between 35 - 40% in the year ended June 30, 2015.

Non-GAAP Financial Measures

The Company's management uses the non-GAAP measurement of earnings before interest, taxes, depreciation and amortization ("EBITDA") to track performance from operations. EBIDTA as calculated below is one of the amended covenants in the Company's credit agreement with JPMorgan Chase Bank, N.A. This measurement excludes unusual and non-recurring expenses and recoveries related to the unauthorized transactions and the charge to expense for the impairment of capitalized software, inventory and related items. The following table reconciles net income (loss) for the periods presented (GAAP financial measure) to EBITDA from operations.

Three Months Ended  
September 30

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	2014	2013
Net income (loss)	\$(94,998	) \$79,402
Interest expense	4,333	7,606
Income tax provision (benefit)	(58,103	) 48,872
Unauthorized transaction related costs and (recoveries), net	52,492	(708,716 )
Depreciation of equipment and leasehold improvements	161,653	209,819
Amortization of product software development expenditures	—	364,539
Stock-based compensation expense	162,587	172,530
EBITDA from operations	\$227,964	\$174,052

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Non-GAAP EBITDA from operations increased to 4.2% of net sales for the three months ended September 30, 2014 compared to 2.6% of net sales in the three months ended September 30, 2013. This increase reflects the cost reductions achieved through suspending operations in Mexico, suspending development of the STRIVA product line and the other reductions in selling, general and administrative spending described above. These cost reduction benefits were partially offset by the impact of lower sales, the mix of product sales, and reduced margins at a key account.

## Liquidity and Capital Resources

## Cash Flows

The following table summarizes our cash flows from operating, investing and financing activities for the three months ended September 30, 2014 and 2013:

Total cash provided by (used in):	2014	2013
Operating activities	\$(2,662,011	) \$4,515,522
Investing activities	(411,996	) (477,217
Financing activities	1,300,000	(442,962
Net increase (decrease) in cash and cash equivalents	\$(1,774,007	) \$3,595,343

## Operating Activities

In the quarter ended September 30, 2014, the Company paid approximately \$1,300,000 for returned product received in the year ended June 30, 2014, as the customer did not buy sufficient new products to offset these returns. In addition, there were payments to vendors for inventory related to new products and fall customer promotions, issuance of volume rebates for export customers and payments related to the suspension of operations in Mexico. During the quarter ended September 30, 2013, cash provided by operations was primarily due to receiving the proceeds of the settlement of the lawsuit against the Company's former auditors. Pursuant to the settlement, in July 2013, the Company received gross proceeds of \$8,500,000, or \$6,380,000 net of associated legal fees. During the quarter ended September 30, 2013, the Company paid approximately \$2,000,000 for federal taxes.

Inventories increased by approximately \$124,000 in the three months ended September 30, 2014. This increase is due to stock of new products being introduced in quarters ended September 30, 2014 and December 31, 2014. In addition, there was higher than normal stock for certain products to support promotional activity in the quarter ended December 31, 2014.

## Investing Activities

Cash used in investing activities was slightly lower for the three months ended September 30, 2014 as the Company had lower capital expenditures for tooling related to new products. The Company anticipates it will incur expenditures of approximately \$400,000 to 500,000 for tooling, leasehold improvements, and capital expenditures during the fiscal year ending June 30, 2015. The Company expects to generate sufficient cash flow through operations to fund these expenditures.

## Financing Activities

The payment of quarterly dividends resulted in a net use of cash in the three months ended September 30, 2013. The Company has suspended payments of quarterly dividends until operations and earnings improve. The Company will determine whether to declare and the amount of any future dividends based upon its assessment of the Company's financial condition and liquidity, improvement in sales as a whole and in particular in the export markets, an increased generation of cash from operations, and the Company's earnings. As of September 30, 2014, the Company had \$1,300,000 of outstanding borrowings on its bank line of credit facility.

There were no purchases of common stock in 2014 or 2013 under the stock repurchase program. No stock options were exercised in 2014 or 2013.

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Liquidity

In addition to capital expenditures for tooling, the Company has interest payments on its borrowings when it uses its line of credit facility, and has paid quarterly dividends for the past several years, but will not declare a dividend for the quarter ended September 30, 2014. The Company believes that cash generated from operations, together with cash reserves and borrowings available under its credit facility, provide it with adequate liquidity to meet operating requirements, debt service requirements, and planned capital expenditures for the next twelve months and thereafter for the foreseeable future. Whether there is adequate liquidity to resume paying quarterly dividends, and if so, the amount per share of such dividends, will be dependent on certain factors, including the Company's financial condition and liquidity, an improvement in sales as a whole and in particular in the export markets, an increased generation of cash from operations, and the Company's overall earnings. Management believes an improvement in sales and controlling the amount of capital expenditures are important factors for improving the Company's liquidity. The Company regularly evaluates new product offerings, inventory levels and capital expenditures to ensure that it is effectively allocating resources in line with current market conditions.

Credit Facility

On May 12, 2010, the Company entered into a secured credit facility with JPMorgan Chase Bank, N.A. ("Lender"). The Credit Agreement dated May 12, 2010 between the Company and the Lender ("Credit Agreement") provided for an \$8,000,000 revolving secured credit facility and for letters of credit for the benefit of the Company of up to a sublimit of \$2,000,000. On July 24, 2013, the Credit Agreement was amended to extend the expiration to July 31, 2015. On July 23, 2014, the Credit Agreement was amended to lower the revolving credit line to \$5,000,000 and to amend certain financial covenants. The Company and the Lender also entered into a Pledge and Security Agreement dated May 12, 2010 under which the Company granted the Lender a security interest in substantially all of the Company's assets in connection with the Company's obligations under the Credit Agreement. The Company is currently in compliance with all covenants related to the Credit Facility. As of September 30, 2014, there were outstanding borrowings of \$1,300,000 on the facility. There were no borrowings outstanding on the facility as of June 30, 2014.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements other than the lease for the facility in Milwaukee, Wisconsin. The Company leases the facility from Koss Holdings, LLC, which is wholly-owned by the Company's Chairman. On May 15, 2012, the lease was renewed for a period of five years, ending June 30, 2018, and is being accounted for as an operating lease. The lease extension maintained the rent at a fixed rate of \$380,000 per year. The Company is responsible for all property maintenance, insurance, taxes and other normal expenses related to ownership. The facility is in good repair and, in the opinion of management, is suitable and adequate for the Company's business purposes.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

Disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e)) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") are designed to ensure that: (1) information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms; and (2) such information is accumulated and communicated to management, including the principal executive officer and principal financial officer, to allow timely decisions regarding required disclosures. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

The Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures as of September 30, 2014. The Company's management has concluded that the Company's disclosure controls and procedures as of September 30, 2014 were effective.

Changes in Internal Control Over Financial Reporting

There have not been any changes in our internal control over financial reporting (as such term is defined in Rule 13a-15(f) and 15d-15(f) of the Exchange Act) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

IndexPART II  
OTHER INFORMATION

## Item 1. Legal Proceedings

As of September 30, 2014, the Company is currently involved in legal matters against third parties related to the unauthorized transactions and related to termination of a vendor contract. A description of these legal matters is included at Note 13 to the condensed consolidated financial statements, which description is incorporated herein by reference.

## Item 1A. Risk Factors

Not applicable.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table presents information with respect to purchases of common stock of the Company made during the three months ended September 30, 2014, by the Company.

## COMPANY REPURCHASES OF EQUITY SECURITIES

Period (2014)	Total # of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan (1)	Approximate Dollar Value of Shares Available under Repurchase Plan
July 1 - September 30	—	\$—	—	\$ 2,139,753

(1) In April of 1995, the Board of Directors approved a stock repurchase program authorizing the Company to purchase from time to time up to \$2,000,000 of its common stock for its own account. Subsequently, the Board of Directors periodically has approved increases in the stock repurchase program. The most recent increase was for an additional \$2,000,000 in October 2006, for a maximum of \$45,500,000 of which \$43,360,247 had been expended through September 30, 2014.

## Item 3. Defaults Upon Senior Securities

None.

## Item 4. Mine Safety Disclosures

Not applicable.

## Item 5. Other Information

None.

## Item 6. Exhibits

See Exhibit Index attached hereto.



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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Form 10-Q contains forward-looking statements within the meaning of that term in the Private Securities Litigation Reform Act of 1995 (the “Act”) (Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934). Additional written or oral forward-looking statements may be made by the Company from time to time in filings with the Securities Exchange Commission, press releases, or otherwise. Statements contained in this Form 10-Q that are not historical facts are forward-looking statements made pursuant to the safe harbor provisions of the Act. Forward-looking statements may include, but are not limited to, projections of revenue, income or loss and capital expenditures, statements regarding future operations, anticipated financing needs, compliance with financial covenants in loan agreements, plans for acquisitions or sales of assets or businesses, plans relating to products or services of the Company, assessments of materiality, predictions of future events, the effects of pending and possible litigation and assumptions relating to the foregoing. In addition, when used in this Form 10-Q, the words “anticipates,” “believes,” “estimates,” “expects,” “intends,” “plans” and variations thereof and similar expressions are intended to identify forward-looking statements.

Forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified based on current expectations. Consequently, future events and actual results could differ materially from those set forth in, contemplated by, or underlying the forward-looking statements contained in this Form 10-Q, or in other Company filings, press releases, or otherwise. In addition to the factors discussed in this Form 10-Q, other factors that could contribute to or cause such differences include, but are not limited to, developments in any one or more of the following areas: future fluctuations in economic conditions, the receptivity of consumers to new consumer electronics technologies, the rate and consumer acceptance of new product introductions, competition, pricing, the number and nature of customers and their product orders, production by third party vendors, foreign manufacturing, sourcing, and sales (including foreign government regulation, trade and importation concerns), borrowing costs, changes in tax rates, pending or threatened litigation and investigations, and other risk factors which may be detailed from time to time in the Company’s Securities and Exchange Commission filings.

Readers are cautioned not to place undue reliance on any forward-looking statements contained herein, which speak only as of the date hereof. The Company undertakes no obligation to publicly release the result of any revisions to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unexpected events.

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SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

KOSS CORPORATION

/s/ Michael J. Koss

October 31, 2014

Michael J. Koss

Vice Chairman

President

Chief Executive Officer

Chief Operating Officer

/s/ David D. Smith

October 31, 2014

David D. Smith

Executive Vice President

Chief Financial Officer

(Principal Financial and Principal Accounting Officer)

Secretary

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EXHIBIT INDEX

Exhibit No. Exhibit Description

31.1 Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer \*

31.2 Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer \*

32.1 Section 1350 Certification of Chief Executive Officer \*\*

32.2 Section 1350 Certification of Chief Financial Officer \*\*

101 The following financial information from Koss Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Statements of Operations (Unaudited) for the three months ended September 30, 2014 and 2013, (ii) Condensed Consolidated Balance Sheets as of September 30, 2014 (Unaudited) and June 30, 2014 (iii) Condensed Consolidated Statements of Cash Flows (Unaudited) for the three months ended September 30, 2014 and 2013 and (iv) the Notes to Condensed Consolidated Financial Statements (Unaudited). \*

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\* Filed herewith

\*\* Furnished herewith