

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): July 14, 2008

EMERSON RADIO CORP.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 14, 2008, W. Michael Driscoll resigned as a director of Emerson Radio Corp. (the “Company”). Mr. Driscoll had served as the Chairman of the Audit Committee (the “Audit Committee”) of the Board of Directors of the Company (the “Board”) and as the “audit committee financial expert,” as such term is defined by the Securities and Exchange Commission (“SEC”).

Mr. Driscoll’s reasons for his resignation as a director of the Company are outlined in a letter (the “Driscoll Letter”) submitted by him to the Board. A copy of the Driscoll Letter is being filed as Exhibit 17.1 to this Current Report on Form 8-K. A copy of this Current Report on Form 8-K has been submitted to Mr. Driscoll in accordance with the applicable rules under the Securities Exchange Act of 1934, as amended.

On July 15, 2008, David R. Peterson resigned as a director of the Company. Mr. Peterson had served as the Chairman of the Corporate Governance, Nominating and Compensation Committee of the Board (the “Corporate Governance Committee”), which was established by the Board in April 2008 and fully constituted in June 2008.

The Board is considering candidates to serve as (i) the Chairman of the Audit Committee and the Company’s “audit committee financial expert,” as such term is defined by the SEC and (ii) the Chairman of the Corporate Governance Committee. Currently, the Company’s Audit Committee is comprised of Kareem E. Sethi and Norbert R. Wirsching, and the Corporate Governance Committee is comprised of Kareem E. Sethi and Adrian Ma. The Board has determined that Messrs. Sethi and Wirsching meet the independence requirements of the SEC and the American Stock Exchange.

A copy of the press release announcing the resignation of each of Messrs. Driscoll and Peterson is being filed with this Current Report on Form 8-K as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 17.1 — Letter of Resignation from W. Michael Driscoll, dated July 14, 2008.

Exhibit 99.1 — Press Release dated July 18, 2008.

SIGNATURE

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

EMERSON RADIO CORP.

By: /s/ Greenfield Pitts
Name: Greenfield Pitts
Title: Chief Financial Officer

Dated: July 18, 2008

EXHIBIT 17.1

W. Michael Driscoll

July 14, 2008

Board of Directors
Emerson Radio Corp.
9 Entin Road
Parsippany, NJ 07054

Re: Resignation

To the Board of Directors:

This letter provides notice to the Emerson Radio Corp. of my resignation from its Board of Directors, effective immediately. I regret that this has become necessary, and I provide here a summary of my rationale.

Upon joining the Board, I was optimistic regarding prospects for Emerson under its new management. Relationships with The Grande Holdings Limited and its various affiliates promised favorable opportunities for Emerson, and I was pleased and honored to be a part of an Emerson revitalization that would capitalize upon those

and other resources available to Emerson.

Those positive impressions were disabused upon my discovery of egregious related party transactions that were planned and executed by Grande-affiliated directors and employees, to Emerson's terrible detriment. Rather than gaining opportunities from Grande, Emerson was exploited as a financial resource by Grande in ways both large and small, direct and insidious. The issues are developed well in the April 4, 2008 Report to the Audit Committee of the Emerson Radio Corp. Board of Directors Regarding Certain Related Party Transactions by the law firm of Pinnisi & Anderson, LLP ("RPT Report"), which was copied to all members of this Board. Other questionable conduct of Grande-affiliated parties has occurred since the RPT Report was delivered.

As Chairman of the Audit Committee of this Board, I acted to the best of my ability to mitigate harm to Emerson from such dealings, and to ensure that these matters were properly reported in public disclosures. I am pleased to report that the Audit Committee achieved many successes in these areas, inducing return of funds that were obtained improperly from Emerson, commissioning and monitoring the review that culminated in the RPT Report, and making certain that adequate and accurate disclosures were made regarding the issues despite considerable resistance. In addition, the Audit Committee instigated and obtained passage of many financial reforms within Emerson regarding control of related party transactions, enhancement of other financial controls, and transparency of financial conduct within the company. These included resolutions of this Board, the retention of an internal auditor, the drafting of accounting and financial policies and procedures, and other measures. As a result of these measures, I believe that the Audit Committee has reduced the risk of further abuse of Emerson through related party transactions, and enhanced the financial controls and procedures of the company. Those results could not have been obtained without the invaluable work of my Committee colleague Norbert R. Wirsching, and of Emerson financial officer John Florian, who was tireless and courageous in his actions to assist the Committee — I fear to his detriment within the company. Although the Board's cooperation in these matters has been reluctant, it ultimately was obtained, and that is positive.

However, considerable additional work remains to be done. Emerson's losses from past related party transactions have not yet been fully compensated. More recent problematic transactions have occurred but have not yet been fully reviewed, much less redressed. Certain of the financial reforms described above have not yet been fully put into operation. Persuasive recommendations set forth in the RPT Report have not yet been adopted. All control enhancements, past and future, will need to be monitored diligently and enforced aggressively, as I lack confidence that the highest levels of Emerson management can be trusted to police themselves in these matters. On the contrary, I am concerned that their intention is to circumvent or subvert the important reforms of the recent past to the greatest extent they can. Oversight and action by Emerson's independent directors, perhaps led by the Audit Committee as in the past, may be an essential safeguard against reversion.

This important work must be continued without my assistance, to my great disappointment and frustration. My service on this Board has been very taxing, and for personal reasons I cannot continue to devote the time and energy necessary to execution of these tasks. I hope that my colleagues on the Committee and the other independent directors can cement and build upon the progress made to date, and that they and others can achieve excellent results for all of the stockholders of this venerable company.

Very truly yours,

By: /s/ W. Michael Driscoll
W. Michael Driscoll



NEWS & INFORMATION

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Friday, July 18, 2008

EMERSON RADIO CORP. ACCEPTS RESIGNATIONS OF TWO BOARD MEMBERS

PARSIPPANY, N.J. – July 18, 2008 – Emerson Radio Corp. (AMEX:MSN) today announced it has accepted the resignations of W. Michael Driscoll and David R. Peterson from its board of directors. Mr. Driscoll joined the Company's board of directors in 2006 and served as an independent director as well as Chairman of the Audit Committee. Mr. Driscoll notified the Company of his resignation in a letter to the board of directors received on July 14, 2008. A copy of this letter will be filed with the Securities and Exchange Commission (SEC) as an exhibit to a

Current Report on Form 8-K Mr. Peterson, who joined the Company's board of directors in 2007, informed the Company that he resigned, effective immediately.

About Emerson Radio Corp.

Emerson Radio Corporation (AMEX:MSN), founded in 1948, is headquartered in Parsippany, N.J. The Company designs, markets and licenses, worldwide, a variety of consumer electronics and home appliances including microwaves and wine coolers, clock radios, full lines of televisions and other video products, and audio and home theater products. For more information, please visit Emerson Radio's Web site at www.emersonradio.com.

Forward Looking Statements

This release contains "forward-looking statements" made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements reflect management's current knowledge, assumptions, judgment and expectations regarding future performance or events. Although management believes that the expectations reflected in such statements are reasonable, they give no assurance that such expectations will prove to be correct and you should be aware that actual results could differ materially from those contained in the forward-looking statements. Forward-looking statements are subject to a number of risks and uncertainties, including the risk factors detailed in the Company's reports as filed with the Securities and Exchange Commission. The Company assumes no obligation to update the information contained in this news release.