

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 28, 2008

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

EMERSON RADIO CORP.

(Exact Name of Registrant as Specified in Charter)

Delaware 001-07731
(State Or Other
Jurisdiction Of
Incorporation)

(Commission
File Number)

22-3285224
(IRS Employer
Identification No.)

9 Entin Road, Parsippany, New Jersey
(Address of Principal Executive Offices)

07054
(Zip Code)

Registrant's telephone number, including area code: (973) 884-5800

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On July 28, 2008, Norbert R. Wirsching resigned as a director of Emerson Radio Corp. (the "Company"). Prior to his resignation, Mr. Wirsching served as an "independent" director of the Company, within the meaning of The American Stock Exchange ("AMEX") standards, and as a member of the Audit Committee (the "Audit Committee") of the Board of Directors of the Company (the "Board"). The Company has initiated procedures to fill the vacancy created by Mr. Wirsching's resignation in accordance with the time periods prescribed by AMEX, as discussed below.

On July 29, 2008, the Company notified AMEX that as a result of Mr. Wirsching's resignation and the resulting vacancy on the Audit Committee, the Audit Committee consists of one independent director, and not two independent directors as required by Section 803(B)(2) of the AMEX Company Guide (the "Company Guide"). As a result, the Company is not in compliance with Section 803(B)(2) of the Company Guide.

In accordance with Section 803(B)(6) of the Company Guide, the Company must regain compliance with the audit committee requirements set forth in the Section 803(B)(2) of the AMEX Company Guide by the earlier of its next annual shareholder meeting and July 28, 2009; provided, however, that if the annual shareholder meeting occurs prior to October 11, 2008, the Company shall instead have until October 11, 2008 to regain compliance. The Board is considering candidates who will qualify to serve on the Audit Committee.

On July 29, 2008, the Company issued a press release announcing the resignation of Mr. Wirsching and the Company's non-compliance with the audit committee requirements set forth in Section 803(B)(2) of the Company Guide. The full text of the press release is attached hereto as Exhibit 99.1.

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

As discussed in Item 3.01 of this Current Report on Form 8-K, on July 28, 2008, Norbert R. Wirsching resigned as a director of the Company. Prior to his resignation, Mr. Wirsching had served as a member of the Audit Committee. Mr. Wirsching's reasons for his resignation as a director of the Company are outlined in a letter submitted by him to the Board, a copy of which 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. Wirsching in accordance with the applicable rules under the Securities Exchange Act of 1934, as amended.

On July 29, 2008, the Company issued a press release announcing the resignation of Mr. Wirsching and the Company's non-compliance with the audit committee requirements set forth in the Section 803(B)(2) of the Company Guide. The full text of the press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 17.1 — Letter of Resignation from Norbert R. Wirsching, dated July 28, 2008.

Exhibit 99.1 — Press Release dated July 29, 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 29, 2008

Exhibit 17.1

Norbert R. Wirsching

I have been an Independent Board member since July 26, 2006, and served on the Special Committee of Independent Directors, appointed by the Board to review "Project Pearl", a proposed acquisition of a manufacturing subsidiary owned by The Grande Holdings Ltd. ("Grande"). The Committee Chairman, W. Michael Driscoll, Jerome Farnum and I, along with the assistance of special counsels we retained concluded, after diligent effort, that this acquisition as proposed by Grande, would be seriously disadvantageous to Emerson, and would seriously prejudice its survival. The proposal was eventually withdrawn.

During my tenure, I have also served on the Audit Committee with W. Michael Driscoll and Jerome Farnum, and since December of 2007, with Kareem E. Sethi. The Audit Committee compelled full disclosure of known related party transactions. We were instrumental in the return to the Company of unauthorized funds used by Grande or its affiliates, amounting to millions of dollars. The Audit Committee also instigated the adoption of necessary financial controls and governance reforms.

On the downside, I have been named in two derivative actions (having been dismissed in one such action), and have been falsely accused of maintaining positions with Capetronic Display Limited ("Capetronic") and Sansui Electronics Co., Ltd. ("Sansui"). For the record, I am not a Director of Sansui and have held no position with Sansui since 1992. I also have not held any position with Capetronic since 1994, when I resigned as Managing Director. I find it disturbing that filed court papers can contain such blatantly erroneous information, which is relatively easy to check.

At the present time, I find it difficult to continue to ask probing questions and to provide constructive suggestions as a member of the Board, since management is less than enthusiastic to embrace financial controls and shows a cavalier attitude towards related party transactions. I am also disappointed by top management's failure to provide the Board with a serious business plan, a cost control action plan and a budget for the current fiscal year. By reason of all the foregoing, I believe that the extent of the obligation of time, which is necessary to conscientiously fulfill my responsibilities to the shareholders, is disproportionate to the position of Independent Director and appears to be an exercise in futility.

Therefore, I regretfully tender my resignation as a member of the Board of Directors, effective immediately. I wish the Company and its shareholders success.

Respectfully yours.

Norbert R. Wirsching

NEWS & INFORMATION

FOR:

EMERSON RADIO CORP.
610 Fifth Ave
New York, NY 10020

CONTACT: Emerson Radio Corp. or:
Greenfield Pitts
Chief Financial Officer
(212) 897-5441

Investor Relations:
Robert Maffei
Investor Relations Manager
(973) 428-2098

Brainerd Communicators
Brad Edwards or
Denise Roche
(212) 986-6667

Media Relations:
Brainerd Communicators, Inc.
Scott Cianciulli
(212) 986-6667

Tuesday, July 29, 2008

**EMERSON RADIO CORP. ACCEPTS RESIGNATION OF BOARD MEMBER AND NOTIFIES
AMERICAN STOCK EXCHANGE OF NON-COMPLIANCE WITH AUDIT COMMITTEE REQUIREMENTS**

PARSIPPANY, N.J. – July 29, 2008 – Emerson Radio Corp. (AMEX:MSN) today announced it has accepted the resignation of Norbert R. Wirsching from its board of directors.

Mr. Wirsching joined the Company's board of directors in 2006 and served as an independent director and a member of the audit committee of the Company's board of directors. Mr. Wirsching notified the Company of his resignation in a letter to the board of directors received on July 28, 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.

On July 29, 2008, the Company notified The American Stock Exchange (AMEX) that as a result of Mr. Wirsching's resignation and the resulting vacancy on the audit committee, the audit committee consists of one independent director, and not two independent directors as required by Section 803(B)(2) of the AMEX Company Guide. As a result, the Company is not in compliance with Section 803(B)(2) of the AMEX Company Guide. In accordance with Section 803(B)(6) of the Company Guide, the Company must regain compliance with the audit committee requirements set forth in the Section 803(B)(2) of the AMEX Company Guide by the earlier of its next annual shareholder meeting and July 28, 2009; provided, however, that if the annual shareholder meeting occurs prior to October 11, 2008, the Company shall instead have until October 11, 2008 to regain compliance. The Board is considering candidates who will qualify to serve on the Audit Committee.

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, including statements relating to the Company's ability to regain compliance with the AMEX Company Guide. 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.