

# 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): August 4, 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

Not Applicable

(Former Address, if changed since Last Report) (Zip Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

As previously disclosed, on July 29, 2008, Emerson Radio Corp. ("Emerson") notified The American Stock Exchange LLC ("AMEX") that as a result of Norbert R. Wirsching's resignation as a director of Emerson on July 28, 2008 and the resulting vacancy on the Audit Committee of the Board of Directors of Emerson (the "Audit Committee"), the Audit Committee consists of one independent director, and not two independent directors as required by Section 803(B)(2)(c) of the AMEX Company Guide (the "Company Guide"). As a result, Emerson has not been in compliance with Section 803(B)(2)(c) of the Company Guide since July 28, 2008.

On August 4, 2008, Emerson received notice from the staff of AMEX (the "Staff") that Emerson is not in compliance with the reporting requirements for continued listing on AMEX set forth in Section 803(B)(2)(c) of the Company Guide due to Emerson's failure to have an audit committee comprised of at least two independent directors. In its notice, AMEX advised Emerson that Emerson has until October 13, 2008 to regain compliance with the AMEX requirements. AMEX further advised Emerson that in setting the deadline for compliance with the AMEX requirements, AMEX determined not to apply, at this time, the continued listing evaluation and follow-up procedures specified in Section 1009 of the Company Guide. Because Emerson currently is not in compliance with the AMEX continued listing standards, however, the notice constitutes a warning letter pursuant to Section 1009(a)(i) of the Company Guide and notice of failure to satisfy a continued listing standard.

In its notice, AMEX also advised Emerson that if Emerson fails to regain compliance with Section 803(B)(2)(c) of the Company Guide on or before October 13, 2008 or any subsequent failure to comply with any other continued listing requirements will result in the Staff assessing Emerson's continued listing eligibility including, as appropriate, the application of the continued listing evaluation and follow-up procedures specified in Section 1009 of the Company Guide and/or initiation of delisting proceedings. Emerson intends to promptly take all necessary actions to regain compliance with the AMEX continued listing standards by October 13, 2008.

On August 8, 2008, Emerson issued a press release disclosing the receipt of the AMEX warning letter and notice of failure to satisfy a continued listing standard, a copy of which is attached hereto as Exhibit 99.1

### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 — Press Release dated August 8, 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/ John Spielberger  
Name: John Spielberger  
Title: President-North American Operations

Dated: August 8, 2008

**NEWS & INFORMATION**

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

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

**or: Investor Relations:**  
Robert Maffei  
Investor Relations Manager  
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**Media Relations:**  
Brainerd Communicators, Inc.  
Scott Cianciulli  
(212) 986-6667

**Friday, August 8, 2008**

**EMERSON RADIO CORP. RECEIVES NOTICE OF NON-COMPLIANCE  
FROM AMERICAN STOCK EXCHANGE**

**PARSIPPANY, N.J. — August 8, 2008** — Emerson Radio Corp. (AMEX:MSN) today announced it has received notice from the staff of the American Stock Exchange (AMEX) that it is not in compliance with the reporting requirements for continued listing on AMEX set forth in Section 803(B)(2)(c) of the AMEX Company Guide due to Emerson's failure to have an audit committee comprised of at least two independent directors.

As previously disclosed, on July 29, 2008, Emerson notified AMEX that as a result of Norbert R. Wirsching's resignation as a director of Emerson, the Audit Committee would consist of one independent director, and not two independent directors as required by Section 803(B)(2)(c) of the AMEX Company Guide. As a result, Emerson has not been in compliance with Section 803(B)(2)(c) of the AMEX Company Guide since July 28, 2008.

In its notice, AMEX advised that Emerson has until October 13, 2008 to regain compliance with the AMEX requirements. AMEX further advised that in setting the deadline for compliance with the AMEX requirements, AMEX determined not to apply, at this time, the continued listing evaluation and follow-up procedures specified in Section 1009 of the AMEX Company Guide. Because Emerson currently is not in compliance with the AMEX continued listing standards, however, the notice constitutes a warning letter pursuant to Section 1009(a)(i) of the AMEX Company Guide and notice of failure to satisfy a continued listing standard

. In its notice, AMEX also advised Emerson that if the Company fails to regain compliance with Section 803(B)(2)(c) of the AMEX Company Guide on or before October 13, 2008 or any subsequent failure to comply with any other continued listing requirements will result in AMEX assessing Emerson's continued listing eligibility including, as appropriate, the application of the continued listing evaluation and follow-up procedures specified in Section 1009 of the AMEX Company Guide and/or initiation of delisting proceedings.

Emerson intends to promptly take all necessary actions to regain compliance with the AMEX continued listing standards by October 13, 2008. The Company's Board is currently 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](http://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.