

EMERSON RADIO CORP

Form 4

September 14, 2016

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Accolade (PTC) Inc.

2. Issuer Name **and** Ticker or Trading  
Symbol

EMERSON RADIO CORP [MSN]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

398 KWUN TONG ROAD

3. Date of Earliest Transaction  
(Month/Day/Year)

06/28/2016

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ Form filed by More than One Reporting  
Person

KOWLOON, K3 068909

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)          | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |            |   |  |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|--|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |            |   |  |
| Common Stock, \$0.01 par value per share | 06/28/2016                           |  | J                              |   | 0 <u>(2)</u>  | A  | \$ 0  | 15,243,283 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock, \$0.01 par value per share | 07/27/2016                           |  | J                              |   | 0 <u>(2)</u>  | A  | \$ 0  | 15,243,283 | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock,                            | 08/15/2016                           |  | J                              |   | 0 <u>(2)</u>  | A  | \$ 0  | 15,243,283 | I | See Footnotes                                  |

# Edgar Filing: EMERSON RADIO CORP - Form 4

\$0.01 par  
value per  
share

(1) (2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Accolade (PTC) Inc.<br>398 KWUN TONG ROAD<br>KOWLOON, K3 068909    |               | X         |         |       |
| Ho Family Trust<br>398 KWUN TONG ROAD<br>KOWLOON, HONG KONG 068909 |               | X         |         |       |

## Signatures

|   |            |
|---|------------|
| ACCOLADE (PTC) INC., By: /s/ Eleanor Crosthwaite, Name: Eleanor Ann Crosthwaite,<br>Title: Director                                   | 08/19/2016 |
| **Signature of Reporting Person   | Date       |
| HO FAMILY TRUST, By: Accolade (PTC) Inc., its Trustee, By: /s/ Eleanor Crosthwaite,<br>Name: Eleanor Ann Crosthwaite, Title: Director | 08/19/2016 |
| **Signature of Reporting Person   | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The shares of issuer are owned directly by S&T International Distribution Ltd., which is a wholly owned subsidiary of Grande N.A.K.S. Ltd., which is a wholly owned subsidiary of The Grande Holdings Limited. On June 28, 2016, Barrican Investments Corporation acquired McVitie Capital Limited. McVitie Capital Limited held on that date, and continues to hold as of the date of this filing, approximately 1.275% of The Grande Holdings Limited. Barrican Investments Corporation is a wholly owned subsidiary of Airwave Capital Limited, which is a wholly owned subsidiary of The Ho Family Trust Limited, which is a wholly owned subsidiary of the Ho Family Trust. Accolade (PTC) Inc. is the trustee of the Ho Family Trust.
- (2) (Continued from Footnote 1) As a result of the acquisition of McVitie Capital Limited by Barrican Investments Corporation, the Ho Family Trust's pecuniary interest in the shares of issuer increased. On July 27, 2016 and August 15, 2016, Mr. Christopher Ho inherited 5,738,016 shares and 700,000 shares, respectively, of The Grande Holdings Limited, constituting approximately 0.12% in the aggregate of The Grande Holdings Limited. On the respective dates of inheritance, Mr. Christopher Ho transferred to Barrican Investments Corporation all such inherited shares of The Grande Holdings Limited. As a result of such transfers, the Ho Family Trust's pecuniary interest in the shares of issuer increased.
- (3) (Continued from Footnote 2) Accolade (PTC) Inc. disclaims any pecuniary interest in the shares owned by S&T International Distribution Ltd. Mr. Ho is a discretionary beneficiary of the Ho Family Trust, Chief Executive Officer of The Ho Family Trust Limited and the Chairman of the Board of issuer and may be deemed to share beneficial ownership of the shares owned by S&T International Distribution Ltd. Mr. Ho disclaims beneficial ownership of the shares owned by S&T International Distribution Ltd. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, Mr. Ho is the beneficial owner of equity securities described in this statement as indirectly owned.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.