

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ho Wing On Christopher

(Last) (First) (Middle)

119 EMERALD HILL
ROAD, #12-01 RESIDENCES AT
EMERALD HILL

(Street)

SINGAPORE, U0 229401

(City) (State) (Zip)

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

EMERSON RADIO CORP [MSN]

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

07/27/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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. 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)
Common Stock, \$0.01 par value per share	07/27/2016		W	V 0 (2) A \$ 0	15,243,283	I	See Footnote (1) (2) (3)
Common Stock, \$0.01 par value per share	07/27/2016		J	0 (2) D \$ 0	15,243,283	I	See Footnote (1) (2) (3)
	08/15/2016		W	V 0 (2) A \$ 0	15,243,283	I	

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Common Stock, \$0.01 par value per share									See Footnote (1) (2) (3)
Common Stock, \$0.01 par value per share	08/15/2016	J	0 (2)	D	\$ 0	15,243,283	I		See Footnote (1) (2) (3)

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

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

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ho Wing On Christopher
119 EMERALD HILL ROAD
#12-01 RESIDENCES AT EMERALD HILL
SINGAPORE, UO 229401

X

Signatures

/s/ Christopher
Ho

08/19/2016

Date

Reporting Owners

Signature of
Reporting Person

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) These shares 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. Sino Bright Enterprises Co., Ltd., Grosvenor Fair Limited, Barrican Investments Corporation, McVitie Capital Limited and The Ho Family Trust Limited directly hold, following the transactions reported herein, approximately 73.65%, in the aggregate, of The Grande Holdings Limited. Barrican Investments Corporation is a wholly owned subsidiary of Airwave Capital Limited. Sino Bright Enterprises Co., Ltd., Grosvenor Fair Limited and Airwave Capital Limited are wholly owned subsidiaries of The Ho Family Trust Limited. The Ho Family Trust Limited is a wholly owned subsidiary of the Ho Family Trust. Accolade (PTC) Inc. is the trustee of the Ho Family Trust.

(2) 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.

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.

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