

EMERSON RADIO CORP
Form 4
September 14, 2016

FORM 4

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

OMB APPROVAL

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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

(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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/28/2016

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

KOWLOON, K3 068909
(City) (State) (Zip)

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

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 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

\$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.

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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
				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
Accolade (PTC) Inc. 398 KWUN TONG ROAD KOWLOON, K3 068909		X		
Ho Family Trust 398 KWUN TONG ROAD KOWLOON, HONG KONG 068909		X		

Signatures

ACCOLADE (PTC) INC., By: /s/ Eleanor Crosthwaite, Name: Eleanor Ann Crosthwaite, Title: Director 08/19/2016
 **Signature of Reporting Person Date

HO FAMILY TRUST, By: Accolade (PTC) Inc., its Trustee, By: /s/ Eleanor Crosthwaite, 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.