

EMERSON RADIO CORP

Form 8-K

April 05, 2004

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**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**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): March 31, 2004

**EMERSON RADIO CORP.**

(Exact Name of Registrant as Specified in Charter)

<u>Delaware</u>	<u>0-25226</u>	<u>22-3285224</u>
(State Or Other Jurisdiction Of Identification No.)	(Commission File Number)	(IRS Employer Incorporation)
9 Entin Road, Parsippany, New Jersey		07054

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

Not Applicable

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

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**SIGNATURE**

Letter from Ernst & Young LLP

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**Item 4. Changes in Registrant's Certifying Accountant.**

On March 31, 2004, upon the recommendation and approval of the Audit Committee of the Board of Directors of Emerson Radio Corp. (the Company), the Company dismissed Ernst & Young LLP (E&Y) and engaged BDO Seidman, LLP (BDO) as the Company's independent auditors for the fiscal year ending March 31, 2004.

During the Company's fiscal years ended March 31, 2002 and 2003, and through the date of this Current Report on Form 8-K, there have been no disagreements between the Company and E&Y on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure which if not resolved to E&Y's satisfaction, would have caused them to make reference to the subject matter in connection with their report on the Company's consolidated financial statements for such years; and there were no reportable events as defined in Item 304(a)(1)(v) of Regulation S-K.

The audit reports provided by E&Y for the fiscal years ended March 31, 2002 and 2003 did not contain any adverse opinion or disclaimer of opinion nor was any report modified as to uncertainty, audit scope or accounting principles. The Company has provided a copy of this disclosure to E&Y in compliance with the provisions of Item 304(a)(3) of Regulation S-K and has requested a letter from E&Y addressed to the Securities and Exchange Commission stating that E&Y agrees with the statements as set forth above. A copy of that letter, dated as of April 2, 2004, is attached as Exhibit 16.1 to this Current Report on Form 8-K.

During the two most recent fiscal years and through the date of this Current Report on Form 8-K, neither the Company nor anyone on behalf of the Company has consulted with BDO regarding the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, or any other matters or reportable events required to be disclosed under Items 304(a)(1) of Regulation S-K. BDO has provided tax services to the Company during the fiscal years ended March 31, 2002 and 2003 and through the date of this Current Report on Form 8-K and is expected to continue to provide such services to the Company.

**Item 7. Financial Statements and Exhibits**

(c) Exhibits

Exhibit 16.1 Letter from Ernst & Young LLP dated April 2, 2004

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**EMERSON RADIO CORP.**

By: /s/ Kenneth A. Corby  
Name: Kenneth A. Corby  
Title: Executive Vice President and Chief  
Financial Officer

Dated: April 2, 2004