

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report: April 1, 2025

GENTEX CORPORATION

(Exact name of registrant as specified in its charter)

Michigan
(State or other jurisdiction
of incorporation)

0-10235
(Commission
File Number)

38-2030505
(IRS Employer
Identification No.)

600 North Centennial Street
Zeeland
Michigan
(Address of principal executive offices)

49464
(Zip Code)

Registrant's telephone number, including area code: **(616) 772-1800**

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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common Stock, par value \$0.06 per share | GNTX | NASDAQ Global Select Market |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Introductory Note

This Current Report on Form 8-K (“Current Report”) is being filed in connection with the closing on April 1, 2025 of the previously announced transaction contemplated by that certain Agreement and Plan of Merger dated as of December 17, 2024 (the “Merger Agreement”), by and among VOXX International Corporation, a Delaware corporation (“VOXX”), Gentex Corporation, a Michigan corporation (“Gentex”), and Instrument Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Gentex (“Merger Sub”). Pursuant to the terms and conditions set forth in the Merger Agreement, on April 1, 2025, Merger Sub merged with and into VOXX (the “Merger”), with VOXX continuing as the surviving corporation. As a result of the Merger, VOXX became a wholly owned subsidiary of Gentex.

Item 2.01. Completion of Acquisition or Disposition of Assets.

The information set forth in the Introductory Note of this Current Report is incorporated by reference in this Item 2.01.

On April 1, 2025, Gentex completed the acquisition of VOXX. Pursuant to the Merger Agreement, at the effective time of the Merger (the “Effective Time”), each share of VOXX’s Class A Common Stock, par value \$0.01 per share (“Class A Common Stock”), and Class B Common Stock, par value \$0.01 per share (“Class B Common Stock” and, together with the Class A Common Stock, the “VOXX Common Stock”), issued and outstanding immediately prior to the Effective Time (other than (i) shares owned by Gentex, Merger Sub, VOXX, or any of their respective subsidiaries, which were cancelled and ceased to exist, and for which no consideration was paid, and (ii) shares that were not voted in favor of the adoption of the Merger Agreement and for which the holder properly exercised appraisal rights in accordance with the Delaware General Corporation Law in respect of such shares) were cancelled and converted into the right to receive cash in the amount of \$7.50 per share (the “Per Share Merger Consideration”), without interest, less any required withholding taxes.

In addition, at the Effective Time, restricted stock units of VOXX (“VOXX RSUs”) outstanding immediately before the Effective Time of the Merger automatically vested in full (if unvested), were cancelled and converted into the right to receive a cash payment equal to the product of (i) the number of shares of VOXX Common Stock underlying such VOXX RSU multiplied by (ii) the Per Share Merger Consideration, less applicable withholding taxes.

The foregoing description of the Merger and the Merger Agreement, and the transactions contemplated thereby, does not purport to be complete and is subject to, and qualified in its entirety by reference to, the full text of the Merger Agreement, which is filed as Exhibit 2.1 to this Current Report and incorporated herein by reference into this Item 2.01.

Item 7.01. Regulation FD Disclosure.

Gentex hereby furnishes the information set forth in its news release, dated April 1, 2025, announcing the completion of the previously announced acquisition of VOXX. A copy of the news release is filed as Exhibit 99.1 to this Current Report.

The information contained in this Item 7.01 and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing of Gentex under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

| Exhibit No. | Description |
|----------------------|--|
| 2.1* | Agreement and Plan of Merger, dated as of December 17, 2024, by and among Gentex Corporation, Instrument Merger Sub, Inc. and VOXX International Corporation |
| 99.1 | Press release of Gentex Corporation, dated January 1, 2025 |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |
| * | The exhibits and schedules have been omitted pursuant to Item 601(a)(5) of Regulation S-K and will be provided to the Securities and Exchange Commission upon request. |

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 thereunto duly authorized.

Date: April 1, 2025

GENTEX CORPORATION
(Registrant)

By /s/ Kevin C. Nash

Kevin C. Nash
Vice President - Finance and Chief Financial Officer

GENTEX CORPORATION

GENTEX ANNOUNCES CLOSING OF VOXX INTERNATIONAL ACQUISITION

Zeeland, Michigan, April 1, 2025 – Gentex Corporation (NASDAQ: GNTX) announced today that it has closed on the strategic acquisition of VOXX International, a global supplier of automotive and consumer electronics as well as premium audio equipment.

Gentex is a technology company and long-time supplier of electro-optical products for the global automotive, aerospace, fire protection and medical industries. The company is best known for automotive electronics, but continues to grow its capabilities in vision systems, sensing, AI development, biometrics, home automation, and other smart technologies.

Under the terms of the agreement, which was recently approved by VOXX shareholders, Gentex acquired all the issued and outstanding shares of VOXX common stock not already owned by Gentex for a purchase price of \$7.50 per share. The Company expects its annual revenue to increase in the range of \$325 million to \$375 million as a result of the acquisition.

“VOXX brings products, capabilities, and market expertise that complements our existing business lines, even beyond automotive,” said Gentex Chief Operations Officer and Chief Technology Officer Neil Boehm. “For instance, we’re particularly excited about utilizing VOXX’s expertise in consumer product distribution, retail sales, and mass merchandising as we continue to expand our smart home product portfolio under our PLACE® and HomeLink® brands.”

VOXX’s current business is comprised of products for the automotive OEM and aftermarket, as well as the consumer electronics industry. The acquisition also includes EyeLock®, an iris biometric technology, and the Premium Audio Company, which provides premium audio solutions through world-renowned brands such as Klipsch®, Onkyo® and Integra®.

“We also believe we’ll be able to apply our expertise in engineering and high-volume electronics manufacturing to various VOXX product lines, utilizing their existing automotive and consumer distribution capabilities, to maximize profitability and strengthen their business units. We look forward to working closely with the VOXX team on all these great opportunities,” concluded Boehm.

VOXX International was founded as Audiovox Corporation in 1965 by John Shalam, who most recently served as chairman of the board until stepping down late last year. He led VOXX as it grew to become a worldwide leader in automotive and consumer electronics, and was also active in the Consumer Technology Association (CTA). He helped establish the CTA’s Wireless Communications Division in 2001 and was inducted into the Consumer Technology Hall of Fame in 2009.

“We want to continue the legacy of VOXX Founder John Shalam,” said Gentex President & CEO Steve Downing. “He was a pioneer who united the automotive and consumer electronics industries, and Gentex is perfectly positioned to expand upon his vision.”

Safe Harbor for Forward-Looking Statements

This news release contains forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The statements contained in this communication

that are not purely historical are forward-looking statements. Forward-looking statements give the Company's current expectations or forecasts of future events. These forward-looking statements generally can be identified by the use of words such as "anticipate," "believe," "could," "estimate," "expect," "forecast," "future," "goal," "guidance," "hope," "intend," "likely", "may," "opinion," "optimistic," "plan," "poised," "predict," "project," "should," "strategy," "target," "will," "work to," and variations of such words and similar expressions. Such statements are subject to risks and uncertainties that are often difficult to predict and beyond the Company's control, and could cause the Company's results to differ materially from those described. These risks and uncertainties include, without limitation: changes in general industry or regional market conditions, including the impact of inflation; changes in consumer and customer preferences for our products (such as cameras replacing mirrors and/or autonomous driving); our ability to be awarded new business; continued uncertainty in pricing negotiations with customers and suppliers; loss of business from increased competition; changes in strategic relationships; customer bankruptcies or divestiture of customer brands; fluctuation in vehicle production schedules (including the impact of customer employee strikes); changes in product mix; raw material and other supply shortages; labor shortages, supply chain constraints and disruptions; our dependence on information systems; higher raw material, fuel, energy and other costs; unfavorable fluctuations in currencies or interest rates in the regions in which we operate; costs or difficulties related to the integration and/or ability to maximize the value of any new or acquired technologies and businesses; changes in regulatory conditions; warranty and recall claims and other litigation and customer reactions thereto; possible adverse results of pending or future litigation or infringement claims; changes in tax laws; import and export duty and tariff rates in or with the countries with which we conduct business; negative impact of any governmental investigations and associated litigation including securities litigation relating to the conduct of our business; and force majeure events. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date they are made. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law or the rules of the NASDAQ Global Select Market. Accordingly, any forward-looking statement should be read in conjunction with the additional information about risks and uncertainties identified under the heading "Risk Factors" in the Company's latest Form 10-K and Form 10-Q filed with the SEC, which risks and uncertainties include supply chain constraints that have affected, are affecting, and will continue to affect, general economic and industry conditions, customers, suppliers, and the regulatory environment in which the Company operates. Includes content supplied by S&P Global Mobility Light Vehicle Production Forecast of January 16, 2025 (<http://www.gentex.com/forecast-disclaimer>).

About Gentex

Founded in 1974, Gentex Corporation (NASDAQ: GNTX) is a technology company that leverages its core competencies, strategic partnerships, acquisitions, and ongoing research to create market-leading positions in a variety of verticals. You can view some of the Company's latest technology at www.gentex.com.

###

Gentex Investor Relations Contact

Josh O'Berski
(616) 931-3505
josh.oberski@gentex.com

Gentex Media Contact

Craig Piersma
(616) 747-9821
craig.piersma@gentex.com