

EMERSON RADIO CORP
Form 4
May 25, 2006

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 *
GRANDE HOLDINGS LTD.

(Last) (First) (Middle)
398 KWUN TONG ROAD
(Street)

KOWLOON, HONG
KONG, 068909

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EMERSON RADIO CORP [MSN]

3. Date of Earliest Transaction
(Month/Day/Year)
05/23/2006

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) ___X___ Other (specify below)
Indirect Beneficial Owner

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 05/23/2006 | | P | 25,000 A \$ 3.4019 | 11,026,600 | I | FN1 ⁽¹⁾ |
| Common Stock | 05/24/2006 | | P | 40,000 A \$ 3.4081 | 11,066,600 | I | FN1 ⁽¹⁾ |

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

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SEC 1474
(9-02)

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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. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|---------------------------|
| | Director | 10% Owner | Officer | Other |
| GRANDE HOLDINGS LTD. 398 KWUN TONG ROAD KOWLOON, HONG KONG 068909 | | | | Indirect Beneficial Owner |
| BARRICAN INVESTMENTS CORP. 146 ROBINSON ROAD, #01-01 SINGAPORE, U0 068909 | | | | Indirect Beneficial Owner |
| Grande International Holdings Ltd. 146 ROBINSON ROAD, #01-01 SINGAPORE, U0 068909 | | | | Indirect Beneficial Owner |
| Ho Wing On Christopher 146 ROBINSON ROAD, #01-01 SINGAPORE, U0 068909 | | | | Indirect Beneficial Owner |
| Ho Family Trust 146 ROBINSON ROAD, #01-01 SINGAPORE, U0 068909 | | | | Indirect Beneficial Owner |

Signatures

THE GRANDE HOLDINGS LIMITED, By: /s/ L. Gilles
Sion

05/25/2006

**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)

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The Grande Group Limited ("GGL") is the direct beneficial owner of 1,066,600 common shares of the Issuer. Christopher Ho Wing On is the sole beneficiary of the Ho Family Trust (the "Ho Trust"). The Ho Trust is the beneficial owner of 100% of the share capital of The Grande International Holdings Ltd ("Grande International"). Grande International is the beneficial owner of 100% of the share capital of Barrican Investments Corporation ("Barrican"). Barrican is the beneficial owner of a majority interest in the share capital of The Grande Holdings Limited ("Grande Holdings"). Grande Holdings is the beneficial owner of 100% of the share capital of GGL.

Remarks:

Reference is hereby made to the Joint Filer Agreement filed by S&T International Distribution Ltd. on Exhibit 99.1 of Form 3 dated December 15, 2005.

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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