

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2009-01-26** | Period of Report: **2006-02-23**

SEC Accession No. **0001179110-09-001550**

([HTML Version](#) on [secdatabase.com](http://secdatabase.com))

### ISSUER

#### **DTS, INC.**

CIK: **1226308** | IRS No.: **770467655** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **3651** Household audio & video equipment

Mailing Address  
5171 CLARETON DRIVE  
AGOURA HILLS CA 91301

Business Address  
5171 CLARETON DRIVE  
AGOURA HILLS CA 91301  
818 735-4287

### REPORTING OWNER

#### **TOWNE BRIAN**

CIK: **1268195**  
Type: **4/A** | Act: **34** | File No.: **000-50335** | Film No.: **09546201**

Mailing Address  
5171 CLARETON DRIVE  
AGOURA HILLS CA 91301

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
 Expires: 02/28/2011  
 Estimated average burden  
 hours per response 0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>TOWNE BRIAN</b>			2. Issuer Name and Ticker or Trading Symbol <b>DTS, INC. [DTSI]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Sr VP &amp; General Manager</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/23/2006</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
C/O DTS, INC., 5171 CLARETON DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year) <b>02/27/2006</b>					
(Street) <b>AGOURA HILLS, CA 91301</b>								
(City)	(State)	(Zip)						

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/23/2006		A		3,500 <sup>(1)</sup>	A	\$ 0	3,760 <sup>(2) (3)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- These shares of restricted stock vest in 4 equal annual installments beginning on February 23, 2007.
- Includes an aggregate of 260 shares acquired under the Issuer's employee stock purchase plan on May 14, 2004, November 12, 2004, May 13, 2005 and November 14, 2005.
- The original Form 4 Report filed on February 27, 2006 omitted 42 shares acquired by the Reporting Person under the Issuer's employee stock purchase plan on May 14, 2004. The 42 shares also were omitted on subsequent filings by the Reporting Person.

## Signatures

/s/ Brian Towne

\*\* Signature of Reporting Person

01/20/2009

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**