

Stark Juergen M.
Form 4
August 10, 2018

FORM 4

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

OMB APPROVAL

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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 *
Stark Juergen M.

(Last) (First) (Middle)

C/O TURTLE BEACH CORPORATION, 11011 VIA FRONTERA, SUITE A/B

(Street)

SAN DIEGO, CA 92127

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Turtle Beach Corp [HEAR]

3. Date of Earliest Transaction (Month/Day/Year)
08/08/2018

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) Other (specify below)
Chief Executive Officer & Pres

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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)	Price		
Common Stock	08/08/2018		M	35,000	A \$ 7.72	265,131	D
Common Stock	08/08/2018		S	29,413	D \$ 29.45	235,718	D
Common Stock	08/08/2018		S	5,587	D \$ 28.78	230,131	D
Common Stock	08/09/2018		M	30,000	A \$ 7.72	260,131	D

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Common Stock	08/09/2018	S	20,113	D	\$ <u>(3)</u>	240,018	D
Common Stock	08/09/2018	S	9,887	D	\$ <u>(2)</u>	230,131	D
Common Stock	08/10/2018	M	35,000	A	\$ 7.72	265,131	D
Common Stock	08/10/2018	S	17,906	D	\$ <u>(4)</u>	247,225	D
Common Stock	08/10/2018	S	17,094	D	\$ <u>29.3</u> <u>(5)</u>	230,131	D

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

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(9-02)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 7.72	08/08/2018		M	35,000	<u>(6)</u>	09/03/2022	Common Stock	35,000
Stock Option (Right to Buy)	\$ 7.72	08/09/2018		M	30,000	<u>(6)</u>	09/03/2022	Common Stock	30,000
Stock Option (Right to Buy)	\$ 7.72	08/10/2018		M	35,000	<u>(6)</u>	09/03/2022	Common Stock	35,000
Stock Option	\$ 7.24					<u>(7)</u>	05/29/2025	Common Stock	70,000

(Right to Buy)

Stock Option (Right to Buy)	\$ 4.64	(8)	04/04/2026	Common Stock	112,500
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Stock Option (Right to Buy)	\$ 2.04	(9)	11/13/2027	Common Stock	112,500
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Stock Option (Right to Buy)	\$ 3.12	(10)	04/11/2028	Common Stock	112,500
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stark Juergen M. C/O TURTLE BEACH CORPORATION 11011 VIA FRONTERA, SUITE A/B SAN DIEGO, CA 92127	X		Chief Executive Officer & Pres	

Signatures

/s/ Juergen Stark 08/10/2018

**Signature of Date
Reporting Person

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 price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$29.01 to \$29.90 per share. The reporting person will provide to the issuer, any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - (2) The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$28.60 to \$28.99 per share. The reporting person will provide to the issuer, any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - (3) The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$29.00 to \$30.00 per share. The reporting person will provide to the issuer, any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - (4) The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$29.51 to \$29.91 per share. The reporting person will provide to the issuer, any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - (5) The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$28.87 to \$29.50 per share. The reporting person will provide to the issuer, any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

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- (6) All shares were exercisable as of the transaction date.
- (7) 55,416 of the underlying shares have vested, with the remainder scheduled to vest in equal monthly installments until May 29, 2019.
- (8) 65,625 of the underlying shares have vested, with the remainder scheduled to vest in equal monthly installments until April 4, 2020.
- (9) One-quarter of the underlying shares will vest on November 13, 2018, with the remainder vesting with respect to 1/48 of the underlying shares each month thereafter.
- (10) One-quarter of the underlying shares will vest on April 11, 2019, with the remainder vesting with respect to 1/48 of the underlying shares each month thereafter.

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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