

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. \_\_\_\_)**

Filed by the Registrant  T  
Filed by a Party other than the Registrant  £  
Check the appropriate box:

- £ Preliminary Proxy Statement  
 £ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(a)(2))  
 £ Definitive Proxy Statement  
 £ Definitive Additional Materials  
 T Soliciting Material Pursuant to §240.14a-12

**Parametric Sound Corporation**  
(Name of Registrant as Specified in its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- T No fee required
- £ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies: \_\_\_\_\_
  - (2) Aggregate number of securities to which transaction applies: \_\_\_\_\_
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): \_\_\_\_\_
  - (4) Proposed maximum aggregate value of transaction: \_\_\_\_\_
  - (5) Total fee paid: \_\_\_\_\_
- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount previously paid: \_\_\_\_\_
  - (2) Form, Schedule or Registration Statement No.: \_\_\_\_\_
  - (3) Filing Party: \_\_\_\_\_
  - (4) Date Filed: \_\_\_\_\_

**Filed by: Parametric Sound Corporation  
Pursuant to Rule 14a-12 under the  
Securities Exchange Act of 1934**

**Subject Company: Parametric Sound Corporation  
Commission File No.: 000-54020**

The following power point presentation was posted to the Parametric Sound Corporation (Parametric) website on September 26, 2013 in connection with the joint presentation by Parametric and Turtle Beach at the 4<sup>th</sup> Annual Alpha Select Conference previously announced by press release dated September 17, 2013. These materials are related to the Agreement and Plan of Merger dated August 5, 2013, among Parametric, VTB Holdings, Inc. (Turtle Beach) and Paris Acquisition Corp.

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INVESTOR PRESENTATION  
SEPTEMBER 2013



# Safe Harbor

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This presentation includes “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, for example, statements regarding benefits of the proposed merger, integration plans, expected synergies and anticipated future financial and operating performance and results, including estimates for growth. There are a number of risks and uncertainties that could cause actual results to differ materially from the forward-looking statements made herein. A discussion of some of these risks and uncertainties is contained or referred to in the Current Report on Form 8-K filed with the SEC by Parametric Sound Corporation on August 5, 2013. Additional factors that could cause Parametric Sound Corporation’s results to differ materially from those described in the forward-looking statements can be found in the Annual Report on Form 10-K for the fiscal year ended September 30, 2012, and Quarterly Reports on Form 10-Q for the quarterly periods ended December 31, 2012, March 31, 2013, and June 30, 2013 of Parametric Sound Corporation, as such reports may have been amended, each filed with the SEC and available on the SEC’s website, [www.sec.gov](http://www.sec.gov). These risks, as well as other risks associated with the merger, will be more fully discussed in the proxy statement that Parametric Sound Corporation will file with the SEC in connection with the proposed merger. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this presentation. Parametric Sound Corporation does not undertake any obligation to publicly release any revision to its forward-looking statements to reflect events or circumstances after the date of this presentation, except as required by law.



# Additional Information

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This material is not a substitute for the proxy statement that Parametric Sound Corporation will file with the Securities and Exchange Commission, the definitive version of which will be mailed to security holders in connection with the special meeting called to approve the proposed merger. **INVESTORS AND SECURITY HOLDERS SHOULD READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT VOYETRA TURTLE BEACH, PARAMETRIC SOUND CORPORATION AND THE PROPOSED MERGER.** Investors and security holders will be able to obtain these materials (when they are available) and other documents filed with the SEC free of charge at the SEC's website, [www.sec.gov](http://www.sec.gov). Free copies of the proxy statement (when available) and other documents filed with the SEC also can be obtained by directing a request to Parametric, Attention: Investor Relations, telephone: (888) 477-2150.

The directors and executive officers of Parametric Sound Corporation and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding Parametric Sound Corporation's directors and executive officers is available in its definitive proxy statement filed with the SEC by Parametric Sound Corporation on January 10, 2013 and in its Annual Report on Form 10-K filed with the SEC on November 28, 2012. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained the proxy statement and other relevant materials to be filed with the SEC when they become available.



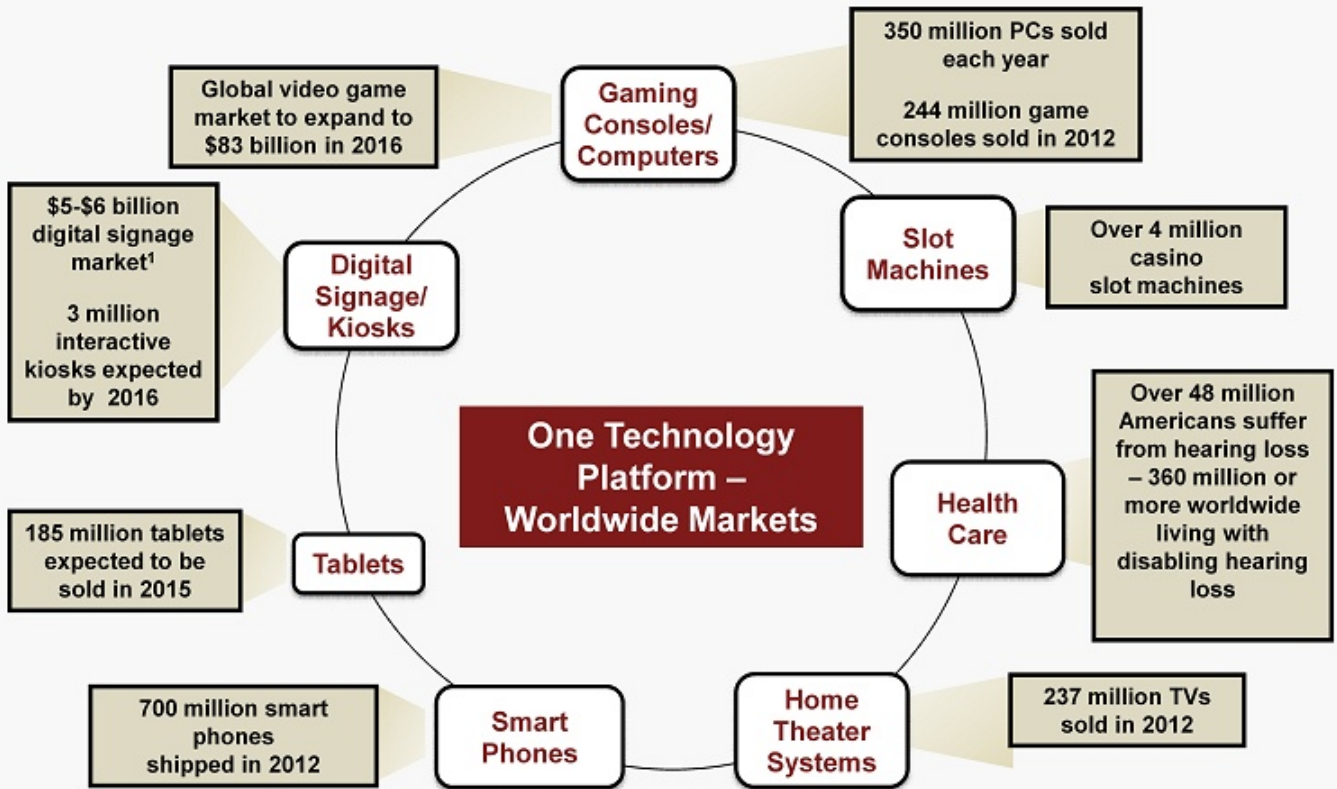
# Why is HyperSound™ so Important?

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- **Innovative** -- sound creation along a directional ultrasonic beam fundamentally changes how sound is created and delivered to listeners
- **Immersive** -- emitter technology beams audio like a laser and immerses the listener in clear, distinct, robust 3D sound
- **Controlled** -- ability to control the placement of sound – key to commercial and consumer applications including health care, digital signage, kiosks, retail, home entertainment, video gaming, mobile devices, tablets, computers and slot machines
- **Disruptive** – the potential to dramatically change sound amplification and hearing loss markets



# Large Addressable Markets



Sources: See Parametric Annual Report on Form 10-K for Sept 30, 2012 for data citation as updated for more recent published data from industry sources/publications including hearing loss data from the World Health Organization.



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CORPORATION

# Health Care

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## **Significant opportunity exists to employ HyperSound to help hearing impaired**

- Science indicates ultrasound penetrates to inner ear providing greater DB gain than conventional speakers
- Preference testing indicates that HyperSound clarity is preferred over conventional speakers by more than 70% of persons with hearing loss
- In May 2013 clinical study results were announced comparing HyperSound with conventional speakers - - results confirmed improved clarity and comprehension among clinical subjects consistent with preference testing

## **Hearing impaired and aging population are targets for a novel “out-of-the-ear” solution for a range of home entertainment products**

- FDA clearance being sought for virtual hearing aid product
- Non-FDA personal sound amplification product (PSAP)





# Health Care - Market Demographics

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## A large market ...

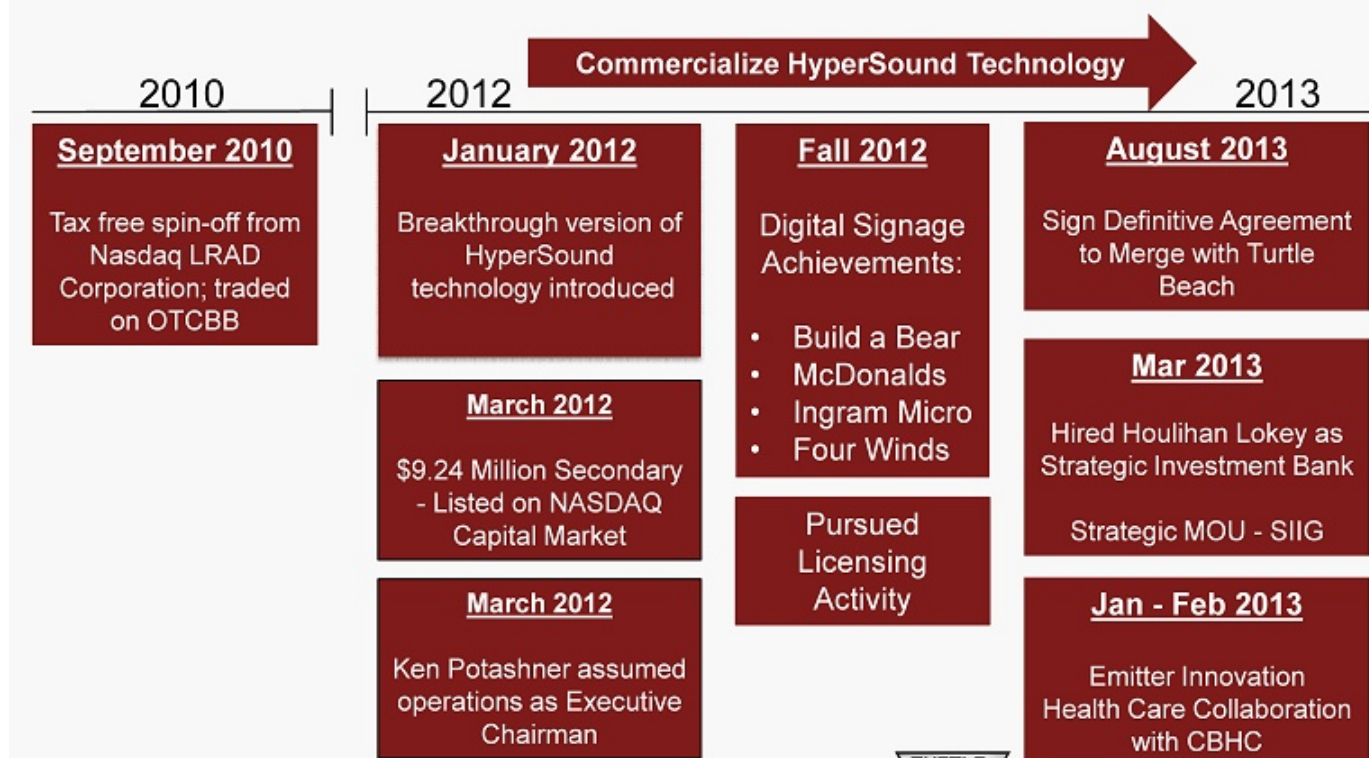
- The World Health Organization estimates that over 360 million people world-wide live with disabling hearing loss
- Approximately 48 million in the U.S. have some impairment according to a 2011 report in the *Archives of Internal Medicine*
- According to the American Tinnitus Association over 50 million Americans are impacted by tinnitus, including troops returning from Afghanistan - Most people with hearing issues don't seek help

## ... that is underserved

- Average of 8 years between diagnosis until someone takes action
- Approximately 1 in 4 people who need a hearing aid actually get one
- Vet administration contracting for record number of hearing aids
- ADA and other guidelines require hearing impaired equal access to businesses and government buildings
- Education could also represent a large market



# Company Timeline



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CORPORATION

# Parametric Sound has Agreed to Merge with Voyetra Turtle Beach

## Parametric Sound

- Pioneer in disruptive HyperSound audio technology
- Strong R&D focus
- 24 U.S. and 2 foreign patents issued, 14 U.S. Patents pending and more than a dozen filings in process. Multiple corresponding foreign filings pending and in process
- Initial stages of product commercialization
- Diverse consumer, healthcare and commercial applications

## Turtle Beach

- Over 30 years of audio technology innovation and commercialization
- Leading gaming audio brand with #1 U.S. market share in gaming headsets
- In 2012, profitable with approximately \$205 million in revenues
- Broad global distribution across retail channels
- Scalable, international supply chain



# Turtle Beach: Over 30 Years of Audio Technology Innovation

## 1975 – 1984: Synthesizers



**1975**  
Voyetra Founded



**1981**  
8 Synthesizer



**1983**  
Sequencer Plus

## 1985 – 2004: PC Audio



**1985**  
Turtle Beach  
Founded



**1990**  
56k Digital  
Recording System



**1991**  
First 16-bit  
PC Sound Card



**1991**  
First multi-track  
PC recording app



**1997**  
First PCI  
Sound Card



**2000**  
Internet Audio  
Receiver

## 2005 – Today: Audio Headsets



**2005**  
X-51  
First Gaming  
Headset



**2005**  
HPA  
First Multi-  
Channel  
Headset



**2007**  
X3  
First Wireless  
Gaming Headset



**2008**  
X4  
First Dolby  
Surround  
Headset



**2009**  
X31 + X41  
First RF Wireless  
Headsets



**2010**  
DSS Dolby  
Processor



**2013**  
PX5 + XP500  
First Wireless  
Programmable  
Headsets



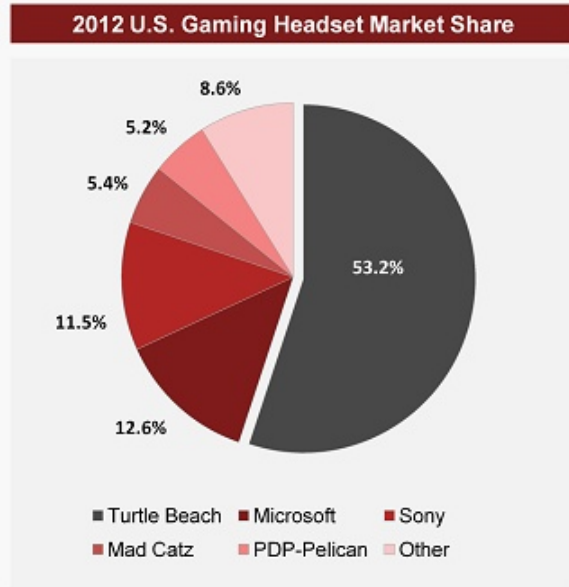
**2013**  
iSeries  
First purpose-built for Mac  
OS and iOS  
First DTS Surround Sound  
Headphones



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# Turtle Beach is the Leading U.S. Audio Gaming Headset Brand, Based on 2012 Market Share

- ✓ Leveraged audio technology to create gaming headset category
- ✓ Diverse product line covering all segments
- ✓ Best-in-class products
- ✓ Strong retail relationships
- ✓ Unmatched partnerships



Source: The NPD Group, Inc.



# Wide Array of Products with Innovative Technology

<b>NEW</b>  <b>EarForce X70 SEVEN</b> Premium Xbox One Gaming Headset		<b>NEW</b>  <b>EarForce X70 FOUR</b> High Performance Xbox One Gaming Headset		<b>PLAYSTATION®3</b>  <b>EarForce PX51</b> Premium Fully Wireless Dolby Digital Headset		 <b>EarForce PX3</b> Multi-Platform Programmable Wireless Headset		<b>PC GAMING</b> <b>NEW</b>  <b>EarForce Z300</b> High Performance Wireless Stereo PC Headset		<b>SEVEN SERIES</b> <b>NEW</b>  <b>EarForce X70 SEVEN</b> Tournament Grade Dolby Surround Sound Audio System		<b>CALL OF DUTY GHOSTS</b> <b>NEW</b>  <b>EarForce X70 SEVEN</b> Limited Edition Wireless Dolby Surround Sound Gaming Headset	
<b>XBOX 360™</b>  <b>EarForce X510</b> Premium Fully Wireless Dolby Digital Headset		 <b>EarForce X400</b> Wireless Dolby Surround Sound Headset w/ Wireless Chat		<b>NEW</b>  <b>EarForce PX22</b> Universal Amplified Stereo Headset		 <b>EarForce PX21</b> Multi-Platform Dolby Surround Sound Headset		<b>NEW</b>  <b>EarForce Z22</b> Amplified Stereo PC Headset		<b>NEW</b>  <b>EarForce X70 SEVEN</b> Tournament Grade Surround Sound PC Audio System		<b>NEW</b>  <b>EarForce X70 SEVEN</b> Limited Edition Premium Universal Gaming Headset	
 <b>EarForce X12</b> Amplified Stereo Headset		 <b>EarForce X12</b> Dolby Surround Sound Headset		 <b>EarForce PX21</b> Multi-Platform Amplified Stereo Headset		 <b>EarForce PX11</b> Premium Dolby Surround Sound Headset		 <b>EarForce Z11</b> Stereo PC Headset		<b>NEW</b>  <b>EarForce X70 SEVEN</b> Premium Mobile Gaming Headset		<b>NEW</b>  <b>EarForce X70 SEVEN</b> Limited Edition Amplified Universal Gaming Headset	
 <b>EarForce X42</b> Wireless Dolby Surround Sound Headset		 <b>EarForce X32</b> Wireless Amplified Stereo Headset		 <b>EarForce P11</b> Amplified Stereo Headset		 <b>EarForce PL3</b> Amplified Stereo Headset		 <b>EarForce Z1a</b> Stereo PC Headset		<b>TOURNAMENT AUDIO</b>  <b>EarForce T1</b> Six Channel Tournament Audio Mixer		<b>NEW</b>  <b>EarForce X70 SEVEN</b> Premium Universal Gaming Headset	
 <b>EarForce X1</b> Amplified Stereo Headset		 <b>EarForce X1a</b> Amplified Stereo Headset		<b>NINTENDO®</b>  <b>EarForce N11</b> WiiU™ Wired Stereo Headset		 <b>EarForce NL3</b> WiiU™ Wired Stereo Headset		<b>TURTLE BEACH</b> FOR A MORE IN-DEPTH LOOK AT THE FULL TURTLE BEACH PRODUCT LINE VISIT: <a href="http://TURTLEBEACH.COM">TURTLEBEACH.COM</a> = Supports Mobile Devices		<b>DOLBY® PROCESSOR</b>  <b>EarForce DP2</b> Dolby Surround Sound Processor for Stereo Headsets			



PARAMETRIC SOUND CORPORATION

# Broad Global Retail Distribution

## Strong Retail Relationships

### U.S.



### Canada



### U.K. & Europe



### Asia



### Latin America

27,000 storefronts globally

## Strategic Partnerships

### Consoles

- One of only two companies officially licensed to produce Xbox One compatible headsets
- Turtle Beach is also officially licensed for Xbox 360 and Nintendo Wii U



### Games and Entertainment

- Exclusive 2 year Call of Duty agreement with Activision
- Partnerships and integrations with companies Marvel, Bethesda, DC Comics, and Warner Brothers

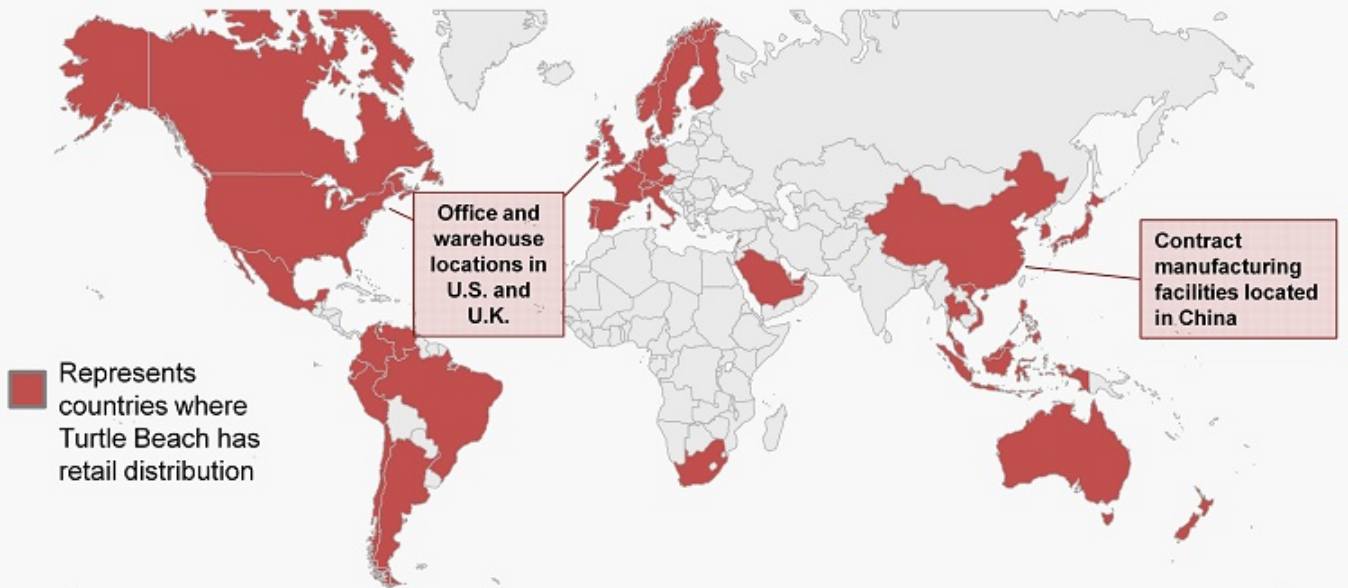


### eSports

- Leadership in eSports and game streaming communities
  - Exclusive audio partner for Major League Gaming, with a community of 8 million viewers
  - Exclusive audio partner for TwitchTV, the leading video game streaming with more than 34 million monthly visitors



# Turtle Beach Has a Scalable, International Supply Chain and Reach



Turtle Beach products available in 15,000 stores in North America and more than 12,000 across Europe, Africa, the Middle East and Asia



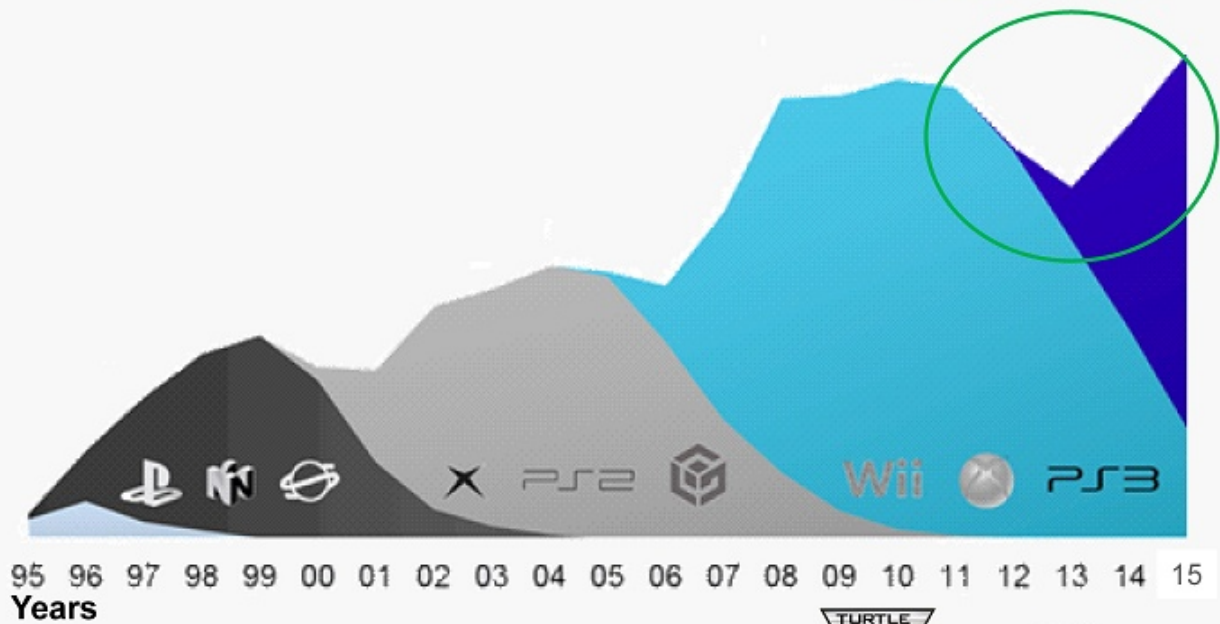
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# Industry About to Embark on Console Transition

Global Console Sales Software

Initial decline, followed by renewed growth



Source: EA Investor Presentation June 2013; NPD, Gfk, Famitsu AppAnnie & EA Estimates



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# Turtle Beach Financial Results

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- ✓ 2012 EBITDA of approximately \$46 million or 22% on revenues of approximately \$205 million (non-GAAP)
- ✓ 2013 revenues anticipated to be in \$190 to \$215 million range with adjusted EBITDA of \$32 to \$40 million (excluding merger costs) (non-GAAP)
- ✓ Industry analysts anticipate renewed growth of gaming category after console transition – 2014 – 2016
- ✓ Additional/robust business and financial information to be included in merger proxy statement



# Transaction Overview

<b>Company Name</b>	Parametric Sound Corporation (Nasdaq: PAMT)
<b>Consideration</b>	Shares of Parametric Sound common stock
<b># of Shares</b>	A number of shares such that the former Turtle Beach stockholders, together with the holders of Turtle Beach options that will convert into Parametric options at the closing of the merger, will hold approximately 80% of Parametric's common stock following the merger on a fully-diluted basis <sup>1</sup>
<b>Headquarters</b>	San Diego, California
<b>Approvals &amp; Timing</b>	The transaction is subject to customary closing conditions, including, among other things, the accuracy of the representations and warranties, subject to an overall material adverse effect qualification; compliance by the parties with their respective covenants; no existence of any law or order preventing the Merger and related transactions; approval by NASDAQ of the listing of the Common Stock to be issued in connection with the Merger and Parametric Sound's obligations under the Merger Agreement. Additional closing conditions include the approval by Parametric Sound's shareholders of the transactions contemplated by the merger agreement and Parametric Sound raising at least \$5 million in additional capital on specified terms, prior to the closing of the transaction.

<sup>1</sup> Subject to adjustment as provided in the merger agreement



# Highly Experienced Management Team

## Juergen Stark

### Chief Executive Officer of Turtle Beach

- Joined Turtle Beach in 2012 as Chief Executive Officer
- 3 years as Chief Operating Officer of Motorola's \$9 billion mobile devices business
- 6 years running various hardware and software businesses in consumer, enterprise, and government sectors for Motorola
- 3.5 years running Centerpost, a technology startup he co-founded in 2000
- 10 years at McKinsey and Company; 3 years as Principal
- MBA from Harvard Graduate School of Business Administration
- Bachelor's degree from the University of Michigan

## Kenneth Potashner

### Executive Chairman and Director of PAMT

- Appointed a Director of Parametric Sound in December 2011 and Executive Chairman in March 2012
- Also serves as Chairman of the Board of Directors of Newport Corporation
- 5 years as Chairman of the Board of Directors of Maxwell Technologies
- 4 years as President, Chief Executive Officer and Chairman of SONICblue Incorporated (formerly S3 Incorporated)
- Master's degree in electrical engineering from Southern Methodist University
- Bachelor's degree from Lafayette College



# Where We Go From Here



## Audio Technology Patents

Turtle Beach Product Development	Common Technology	HyperSound Product Development
<ul style="list-style-type: none"><li>Continue to grow leadership position in gaming audio segment<ul style="list-style-type: none"><li>Core Turtle Beach products</li><li>HyperSound products over time</li></ul></li><li>Penetrate broader media headset category</li></ul>	<ul style="list-style-type: none"><li>Increase funding for HyperSound R&amp;D</li><li>Drive digital signal processing technology</li><li>Continue to license technology as appropriate</li></ul>	<ul style="list-style-type: none"><li>Drive commercial HyperSound market</li><li>Establish and grow products for the hearing impaired</li><li>Identify &amp; license / commercialize new HyperSound products</li></ul>



# Transaction Expected to Create Value for Parametric Sound Shareholders

<b>Develop</b>	<ul style="list-style-type: none"><li>✓ Combined audio expertise in digital signal processing and product engineering</li><li>✓ Greater financial resources to fund development</li></ul>
<b>Commercialize</b>	<ul style="list-style-type: none"><li>✓ Digital signage/commercial applications</li><li>✓ Hearing impaired solutions</li><li>✓ Gaming and PC audio</li><li>✓ TV and home theater</li></ul>
<b>Distribute</b>	<ul style="list-style-type: none"><li>✓ Scalable supply chain</li><li>✓ Deep, global retail relationships</li></ul>
<b>Market</b>	<ul style="list-style-type: none"><li>✓ Leverage Turtle Beach's leading and established consumer audio brand to support adoption of HyperSound products</li></ul>

Leading and diversified audio technology company with attractive global end-market opportunities



## Estimated Timetable to Close

Event	Expected Timing
<ul style="list-style-type: none"><li>▪ Announcement date</li><li>▪ Proxy filing / mailing</li></ul>	<ul style="list-style-type: none"><li>▪ 8/5/13</li><li>▪ October - November</li></ul>
<ul style="list-style-type: none"><li>▪ Anticipated Parametric Sound shareholder vote (Turtle Beach shareholders have approved)</li></ul>	<ul style="list-style-type: none"><li>▪ November - December</li></ul>
<ul style="list-style-type: none"><li>▪ Anticipated transaction closing</li></ul>	<ul style="list-style-type: none"><li>▪ Promptly following receipt of NASDAQ and Parametric Sound shareholder approval and satisfaction of other closing conditions</li></ul>



# Financial Information

As of June 30, 2013 (PAMT Only)	
Cash and cash equivalents	\$3,283,000
Working capital	3,296,000
Total assets	5,688,000
Stockholders' equity	4,820,000

- ✓ Pro forma financial information on combined companies (Parametric and Turtle Beach) to be available in merger proxy statement





# Contact Information

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Parametric Sound Corporation  
13771 Danielson St. Suite L  
Poway, CA 92064  
888-477-2150  
[www.parametricsound.com](http://www.parametricsound.com)

Investor Relations:  
Dave Mossberg – (817) 310-0051

