

**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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Stark Juergen M.</u>  (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 <u>Turtle Beach Corp [ HEAR ]</u>  3. Date of Earliest Transaction (Month/Day/Year) 02/15/2020  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer &amp; Pres</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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**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	02/15/2020		F		6,651 <sup>(1)</sup>	D	\$7.2	142,282	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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Unit	(2)							(3)	(3)	Common Stock	53,000	53,000	D	
Stock Option (Right to Buy)	\$7.72							(4)	09/03/2022	Common Stock	365,912	365,912	D	
Stock Option (Right to Buy)	\$7.24							(4)	05/29/2025	Common Stock	70,000	70,000	D	
Stock Option (Right to Buy)	\$4.64							(5)	04/04/2026	Common Stock	112,500	112,500	D	
Stock Option (Right to Buy)	\$2.04							(6)	11/13/2027	Common Stock	112,500	112,500	D	
Stock Option (Right to Buy)	\$3.12							(7)	04/11/2028	Common Stock	112,500	112,500	D	
Stock Option (Right to Buy)	\$12.1							(8)	04/01/2029	Common Stock	105,000	105,000	D	

Explanation of Responses:

1. Represents shares withheld to satisfy tax withholding obligations upon the vesting of the shares of restricted stock awarded to the Reporting Person.
2. The securities are restricted stock units representing a contingent right to receive one share of Turtle Beach Corporation common stock or, cash with a value equal to the fair market value of the underlying common stock or, a combination thereof.
3. One-quarter of these restricted stock units will vest annually, beginning on April 1, 2020, so that the restricted stock units will become fully vested on April 1, 2023.
4. All shares were exercisable as of the transaction date.
5. These shares are scheduled to vest in equal monthly installments until April 4, 2020.
6. These shares are scheduled to vest in equal monthly installments until November 13, 2021.
7. These shares are scheduled to vest in equal monthly installments until April 11, 2022.
8. One-quarter of the underlying shares will vest on April 1, 2020, with the remainder vesting with respect to 1/48 of the underlying shares each month thereafter.

**Remarks:**

/s/Juergen Stark

02/19/2020

\*\* Signature of Reporting Person

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.

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