

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Hanson John T</u> (Last) (First) (Middle) C/O TURTLE BEACH CORPORATION 44 SOUTH BROADWAY, 4TH FLOOR (Street) WHITE PLAINS NY 10601 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Turtle Beach Corp [HEAR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) CFO and Treasurer
	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	04/01/2024		M		4,000	A	(1)	49,804	D	
Common Stock	04/01/2024		M		5,334	A	(1)	55,138	D	
Common Stock	04/01/2024		M		6,601	A	(1)	61,739	D	
Common Stock	04/01/2024		M		6,875	A	(2)	68,614	D	
Common Stock	04/01/2024		M		4,500	A	(2)	73,114	D	
Common Stock	04/01/2024		M		6,000	A	(2)	79,114	D	
Common Stock	04/01/2024		M		7,875	A	(2)	86,989	D	
Common Stock	04/01/2024		F ⁽³⁾		18,261	D	\$17.17	68,728	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					
Performance Stock Units	(4)	04/01/2024		M		4,000	(5)	(5)	Common stock	4,000	\$0	0	D	
Performance Stock Units	(4)	04/01/2024		M		5,334	(6)	(6)	Common stock	5,334	\$0	0	D	
Performance Stock Units	(4)	04/01/2024		M		6,601	(7)	(7)	Common stock	6,601	\$0	0	D	
Restricted Stock Units	(8)	04/01/2024		M		6,875	(9)	(9)	Common stock	6,875	\$0	0	D	
Restricted Stock Units	(8)	04/01/2024		M		4,500	(10)	(10)	Common stock	4,500	\$0	4,500	D	
Restricted Stock Units	(8)	04/01/2024		M		6,000	(11)	(11)	Common stock	6,000	\$0	12,000	D	
Restricted Stock Units	(8)	04/01/2024		M		7,875	(12)	(12)	Common stock	7,875	\$0	23,625	D	
Restricted Stock Units	(8)	04/01/2024		A		8,736	(13)	(13)	Common stock	8,736	\$0	8,736	D	
Stock Option (Right to Buy)	\$2.04						(14)	11/13/2027	Common stock	2,696		2,696	D	
Stock Option (Right to Buy)	\$3.12						(14)	04/11/2028	Common stock	29,391		29,391	D	
Stock Option (Right to Buy)	\$12.1						(14)	04/01/2029	Common stock	14,167		14,167	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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$5.95							(14)	04/01/2030	Common stock	33,230		33,230	D	

Explanation of Responses:

- Performance stock units were converted into common stock on a one-for-one basis.
- Restricted stock units were converted into common stock on a one-for-one basis.
- Represents shares withheld to satisfy tax withholding obligations upon the vesting of the shares of deferred stock awarded to the reporting person.
- These securities are performance stock units representing a contingent right to receive one share of Turtle Beach Corporation common stock.
- Acquired upon achievement of certain performance criteria pursuant to one-third of the performance stock units granted April 1, 2021 under the Turtle Beach Corporation Stock Based 2023 Incentive Compensation Plan. The vesting of performance stock units is determined over a three-year period based on (i) the amount by which revenue growth exceeds a defined baseline market growth each year and (ii) the achievement of specified tiers of adjusted EBITDA as a percentage of net revenue each year, with the ability to earn and vest into such units ranging from 0% to 200%. These performance stock units will vest with respect to the underlying shares of Turtle Beach Corporation common stock on April 1, 2024, subject to continued employment through such date.
- Acquired upon achievement of certain performance criteria pursuant to one-third of the performance stock units granted April 1, 2022 under the Turtle Beach Corporation Stock Based 2023 Incentive Compensation Plan. The vesting of performance stock units is determined over a three-year period based on (i) the amount by which revenue growth exceeds a defined baseline market growth each year and (ii) the achievement of specified tiers of adjusted EBITDA as a percentage of net revenue each year, with the ability to earn and vest into such units ranging from 0% to 200%. These performance stock units will vest with respect to the underlying shares of Turtle Beach Corporation common stock on April 1, 2024, subject to continued employment through such date. Vested shares for this grant have been rounded to the nearest whole share upon conversion into common stock on a one-for-one basis.
- Acquired upon achievement of certain performance criteria pursuant to one-third of the performance stock units granted April 1, 2023 under the Turtle Beach Corporation Stock Based 2023 Incentive Compensation Plan. The vesting of performance stock units is determined over a three-year period based on (i) the amount by which revenue growth exceeds a defined baseline market growth each year and (ii) the achievement of specified tiers of adjusted EBITDA as a percentage of net revenue each year, with the ability to earn and vest into such units ranging from 0% to 200%. These performance stock units will vest with respect to the underlying shares of Turtle Beach Corporation common stock on April 1, 2024, subject to continued employment through such date. Vested shares for this grant have been rounded to the nearest whole share upon conversion into common stock on a one-for-one basis.
- 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.
- These restricted stock units vested in full on April 1, 2024.
- These restricted stock units vest in equal annual installments until April 1, 2025.
- These restricted stock units vest in equal annual installments until April 1, 2026.
- These restricted stock units vest in equal annual installments until April 1, 2027
- One-quarter of these restricted stock units will vest on April 1, 2025, with the remainder of the restricted stock units vesting in equal annual installments until April 1, 2028.
- These options were exercisable as of the transaction date.

/s/ John T. Hanson

04/03/2024

** 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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