

OMB APPROVAL	
OMB Number:	3235-0287
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 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Stark Juergen M.</u>			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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer & Pres</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2020</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			
C/O TURTLE BEACH CORPORATION 11011 VIA FRONTERA, SUITE A/B			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
<u>SAN DIEGO</u>	<u>CA</u>	<u>92127</u>							

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			
<u>Common Stock</u>	<u>05/15/2020</u>		<u>F</u>		<u>6,204⁽¹⁾</u>	<u>D</u>	<u>\$9.74</u>	<u>161,328</u>	<u>D</u>	

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					
<u>Restricted Stock Unit</u>	<u>(2)</u>							<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>39,750</u>	<u>39,750</u>	<u>D</u>	
<u>Restricted Stock Unit</u>	<u>(2)</u>							<u>(4)</u>	<u>(4)</u>	<u>Common Stock</u>	<u>58,000</u>	<u>58,000</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>\$7.72</u>							<u>(5)</u>	<u>09/03/2022</u>	<u>Common Stock</u>	<u>365,912</u>	<u>365,912</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>\$7.24</u>							<u>(5)</u>	<u>05/29/2025</u>	<u>Common Stock</u>	<u>70,000</u>	<u>70,000</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>\$4.64</u>							<u>(5)</u>	<u>04/04/2026</u>	<u>Common Stock</u>	<u>112,500</u>	<u>112,500</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>\$2.04</u>							<u>(6)</u>	<u>11/13/2027</u>	<u>Common Stock</u>	<u>112,500</u>	<u>112,500</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>\$3.12</u>							<u>(7)</u>	<u>04/11/2028</u>	<u>Common Stock</u>	<u>112,500</u>	<u>112,500</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>\$12.1</u>							<u>(8)</u>	<u>04/01/2029</u>	<u>Common Stock</u>	<u>105,000</u>	<u>105,000</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>\$5.95</u>							<u>(9)</u>	<u>04/01/2030</u>	<u>Common Stock</u>	<u>115,000</u>	<u>115,000</u>	<u>D</u>	

Explanation of Responses:

- Represents shares withheld to satisfy tax withholding obligations upon the vesting of the shares of restricted stock awarded to the Reporting Person.
- 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.
- One-quarter of the restricted stock units granted on April 1, 2019 to the Reporting Person vest annually, so that the restricted stock units will become fully vested on April 1, 2023.
- One-quarter of the underlying shares will vest on April 1, 2021 with the remainder of the restricted stock units vesting in equal annual installments until April 1, 2024.
- All options were exercisable as of the transaction date.
- These options are scheduled to vest in equal monthly installments until November 13, 2021.
- These options are scheduled to vest in equal monthly installments until April 11, 2022.
- These options are scheduled to vest in equal monthly installments until April 1, 2023.

9. One-quarter of the options will vest on April 1, 2021, with the remainder vesting with respect to 1/48 of the underlying shares each month thereafter.

Remarks:

/s/Juergen Stark

05/18/2020

** 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.

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.