

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <b>SG VTB Holdings, LLC</b>  (Last) (First) (Middle) <b>C/O TURTLE BEACH CORPORATION</b> <b>12220 SCRIPPS SUMMIT DRIVE, SUITE 100</b>  (Street) <b>SAN DIEGO CA 92131</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Turtle Beach Corp [ HEAR ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  <b>Member of 10% owner group</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>07/22/2015</b>	
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			

**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				
Warrant (Right to Buy)	\$2.54	07/22/2015		j <sup>(1)</sup>		1,384,884		07/22/2015	07/22/2020	Common Stock	1,384,884	\$0 <sup>(1)</sup>	1,384,884	D	
Warrant (Right to Buy)	\$2	11/16/2015		j <sup>(2)</sup>		1,365,410		11/16/2015	11/16/2025	Common Stock	1,365,410	\$0 <sup>(2)</sup>	1,365,410	D	

**Explanation of Responses:**

- The warrant was issued in connection with and as consideration for certain concessions of the Reporting Person in an amendment to a subordinated promissory note of the Issuer in favor of the Reporting Person, as reported in the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 23, 2015.
- The warrant was issued in connection with and as additional consideration for the Reporting Person's entering into an additional subordinated promissory note with the Issuer, as reported in the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 20, 2015.

**Remarks:**

/s/ John T. Hanson, attorney-in-fact 04/29/2016

\*\* 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.