

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

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 4)<sup>1</sup>

Turtle Beach Corporation.  
(Name of Issuer)

Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

900450206  
(CUSIP Number)

WILLIAM WYATT  
THE DONERAIL GROUP LP  
240 26th Street  
Suite 3  
Santa Monica, CA 90402

ANDREW M. FREEDMAN ESQ.  
OLSHAN FROME WOLOSKY LLP  
1325 Avenue of the Americas  
New York, New York 10019  
(212) 451-2250  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

December 20, 2021  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this Schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

---

<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

---

1	NAME OF REPORTING PERSON  THE DONERAIL GROUP LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  WC, AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  -0-
	8	SHARED VOTING POWER  1,185,816*
	9	SOLE DISPOSITIVE POWER  -0-
	10	SHARED DISPOSITIVE POWER  1,185,816*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,185,816*	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  7.4%	
14	TYPE OF REPORTING PERSON  PN, IA	

\*Includes 600,000 Shares underlying call options currently exercisable as further described in Item 6.

1	NAME OF REPORTING PERSON  WILLIAM WYATT	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  WC, AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  -0-
	8	SHARED VOTING POWER  1,185,816*
	9	SOLE DISPOSITIVE POWER  -0-
	10	SHARED DISPOSITIVE POWER  1,185,816*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,185,816*	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  7.4%	
14	TYPE OF REPORTING PERSON  IN	

\*Includes 600,000 Shares underlying call options currently exercisable as further described in Item 6.

1	NAME OF REPORTING PERSON  HARBERT FUND ADVISORS, INC.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  WC, AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Alabama	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  -0-
	8	SHARED VOTING POWER  1,185,816*
	9	SOLE DISPOSITIVE POWER  -0-
	10	SHARED DISPOSITIVE POWER  1,185,816*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,185,816*	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  7.4%	
14	TYPE OF REPORTING PERSON  CO	

\*Includes 600,000 Shares underlying call options currently exercisable as further described in Item 6.

1	NAME OF REPORTING PERSON  HARBERT MANAGEMENT CORPORATION	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  WC, AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Alabama	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  -0-
	8	SHARED VOTING POWER  1,185,816*
	9	SOLE DISPOSITIVE POWER  -0-
	10	SHARED DISPOSITIVE POWER  1,185,816*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,185,816*	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  7.4%	
14	TYPE OF REPORTING PERSON  CO	

\*Includes 600,000 Shares underlying call options currently exercisable as further described in Item 6.

The following constitutes Amendment No. 4 to the Schedule 13D filed by the undersigned (“Amendment No. 4”). This Amendment No. 4 amends the Schedule 13D as specifically set forth herein.

Item 4. Purpose of the Transaction.

Item 4 is hereby amended to add the following:

The Donerail Group (“Donerail”) has been actively engaged with the Issuer’s board of directors (the “Board”) and management for the past nine months regarding a number of value-creating and governance-enhancing topics. In a press release dated December 15, 2021 (the “December 15 Press Release”), Donerail announced its intention to submit a revised offer to acquire the Issuer and called for the Issuer to publicly launch a transparent and comprehensive strategic review process, in which Donerail would intend to participate. The full text of the December 15 Press Release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

In the early morning of December 20, 2021, Donerail submitted a revised offer to acquire the Issuer at \$32.86 per share (the “Revised Offer”), subject to confirmatory due diligence.

On December 22, 2021, Donerail issued a press release (the “December 22 Press Release”) announcing that it had submitted the Revised Offer and setting the record straight on its engagement with the Issuer. The full text of the December 22 Press Release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended to add the following:

Previously, the Donerail Fund purchased American-style exchange listed put options referencing an aggregate of 750,000 Shares, which had an exercise price of \$22.00 and expired on November 19, 2021. These put options were sold, as further detailed on Schedule B attached hereto, which is incorporated by reference herein, and, accordingly, the Donerail Fund no longer has any exposure to such put options.

Previously, the Donerail Fund purchased American-style exchange listed put options referencing an aggregate of 750,000 Shares, which had an exercise price of \$22.00 and expired on December 17, 2021. These put options were sold, as further detailed on Schedule B attached hereto, which is incorporated by reference herein, and, accordingly, the Donerail Fund no longer has any exposure to such put options.

The Donerail Fund has purchased American-style exchange listed put options referencing an aggregate of 850,000 Shares, which have an exercise price of \$17.50 and expire on January 21, 2022, as further detailed on Schedule B attached hereto, which is incorporated by reference herein.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibits:

99.1 [Press Release, dated December 15, 2021.](#)

99.2 [Press Release, dated December 22, 2021.](#)

**SIGNATURES**

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 22, 2021

THE DONERAIL GROUP LP

By: /s/ William Wyatt

Name: William Wyatt

Title: Managing Partner

/s/ William Wyatt

William Wyatt

HARBERT FUND ADVISORS, INC.

By: /s/ John W. McCullough

Name: John W. McCullough

Title: Executive Vice President & General Counsel

HARBERT MANAGEMENT CORPORATION

By: /s/ John W. McCullough

Name: John W. McCullough

Title: Executive Vice President & General Counsel

---

**SCHEDULE B****Transactions in Securities of the Issuer Since the Filing of Amendment No. 3 to the Schedule 13D**

<u>Nature of Transaction</u>	<u>Common Stock Purchased/(Sold)</u>	<u>Price Per Share(\$)</u>	<u>Date of Purchase/Sale</u>
Sale of November 19, 2021 Put Options (\$22.00 Strike Price)	(750,000)	0.0470	11/19/2021
Purchase of December 17, 2021 Put Options (\$22.00 Strike Price)	750,000	0.3957	11/19/2021
Sale of December 17, 2021 Put Options (\$22.00 Strike Price)	(750,000)	0.0500	12/17/2021
Purchase of January 21, 2022 Put Options (\$17.50 Strike Price)	850,000	0.3453	12/17/2021



# The Donerail Group Releases Statement on Turtle Beach Corporation

December 15, 2021 15:26 ET | Source: [The Donerail Group LP](#)

***Donerail Calls for Turtle Beach to Publicly Launch a Transparent and Comprehensive Strategic Review, In Which Donerail Intends to Participate***

***Believes That Shareholders Are Confused as to the Actions the Board is Taking to Create Shareholder Value***

***Donerail Has Continued Interest in Acquiring Turtle Beach and Intends to Submit a Revised LOI to Acquire the Company***

LOS ANGELES, Dec. 15, 2021 (GLOBE NEWSWIRE) -- The Donerail Group LP (together with its affiliates, “Donerail”, “We”, or “Us”), is one of the largest shareholders of Turtle Beach Corporation (the “Company” or “Turtle Beach”) (NASDAQ: HEAR) with beneficial ownership of approximately 7.4% of the Company’s outstanding shares, and released the following statement on December 15, 2021:

Spanning nearly four months since our last public commentary in August, Donerail has attempted to work constructively with the Turtle Beach Board of Directors (the “Board”), the Company’s management team and the Company’s financial advisors at Bank of America to offer value-creative solutions that we believe would benefit all shareholders.

In these recent communications, Donerail has provided a multitude of strategic options for the Company to pursue. These included i) a re-affirmation of Donerail’s previously disclosed bid to acquire the Company, ii) detailed terms under which Donerail would feel comfortable to sign a limited NDA, and iii) an offer to aid the Board in a strategic review to maximize alignment with all shareholders.

It is with regret that we report that our efforts for cooperation and productive conversations have largely proven unsuccessful.

As has been publicly reported, the Board rebuffed our previous offers to acquire the Company, which culminated in an offer of \$36.50 per share in August. In doing so, the Board specifically cited two principal concerns: i) that the Board “did not view Donerail’s proposed acquisition price to be sufficient” and ii) that the Board “had concerns regarding Donerail’s ability to consummate a transaction and its financing sources.”<sup>1</sup>

We respectfully disagreed with the Board and believed that an offer of \$36.50 was clearly adequate and fair. In hindsight, that offer looks particularly attractive, standing at a nearly 70% premium from where Turtle Beach’s stock price closed yesterday.

---

With regard to financing concerns, while we have provided the Board and its advisors with a comprehensive amount of supporting documentation regarding our prospective financing package that details our financing partners and structure, what we have provided appears to be insufficient for the Board to relieve them of ‘significant concerns’.

At this point, it is unclear what we could do differently to provide the Board with sufficient comfort that engaging with us as a bona fide prospective acquiror would be a worthwhile endeavor on behalf of all shareholders.

With that being said, we remain interested in acquiring the Company, and we will be submitting a revised LOI to the Company in short order. Our revised LOI will likely include an offer at a lower price than \$36.50 per share but at a price that we believe to be both an attractive premium to the current trading price of Turtle Beach’s stock as well as to the 30-day volume weighted average price of the shares.

As a large shareholder of the Company, we have additional frustrations. The share price is hovering near 52-week lows and has declined over 40% in the last six months. While demand for the Company’s product continues to be robust, unforeseen operational challenges have impaired profitability, surprising management and creating a recent, violent sell-off of the shares. Further, three of the Company’s peers have either been acquired or have received acquisition offers in recent months (HyperX, SteelSeries, and Razer); extrapolating the same multiples for Turtle Beach would imply a share price for Turtle Beach that would be exponentially higher than where the stock currently trades. In our regular communication with other shareholders, we find that there is meaningful discontent with the current status quo, meaningful uncertainty about the future, and we are certain the Board and management share similar frustration, as well.

Recognizing that we are in the midst of a global consolidation in the video game peripheral space, we have suggested for some time now that Turtle Beach should test the market to assess the appetite of strategic buyers.

To the casual onlooker, it may appear that the Turtle Beach Board has agreed that now is an appropriate time to test the market, as well. In fact, numerous press reports in recent months have detailed that Turtle Beach has hired Bank of America to launch a sales process for the Company and that multiple parties “are circling”, “some of the potentially interested parties [are] ‘deep pocketed’ players”, and that “Donerail’s bid marked the bottom of the range of potential offer prices.”<sup>2,3</sup> Nonetheless, the Company has not confirmed that such events are taking place, causing confusion in the marketplace.

Given the continual speedbumps that the Board created for us as a potential acquiror that seem to be in direct conflict with the aforementioned press reports, we are highly confused — as both a large shareholder and as a potential acquiror — as to what the Board is actually seeking to achieve.

---

In an effort to both clear the air for shareholder confusion as well as provide a potential pathway for us to engage with the Company in a comprehensive fashion that may allow the Board to better assess our viability as a potential acquiror, we call on the Company to publicly disclose that it is running a Strategic Review process, if such a process is underway, and if it is not, we call on the Company to initiate one in short order.

Indeed, the Board continues to repeat its doubts about the level of seriousness that we have in acquiring the Company, and we, likewise, have doubts about the Board's willingness to sell the Company at an attractive price. We believe that public disclosure of a Strategic Review process, while potentially disadvantageous to our efforts of acquiring the Company, would create appropriate accountability for this Board and do well to provide shareholders with a full and transparent understanding as to the actions that this Board is undertaking to create shareholder value.

As a sign of our commitment to join an auction process for the Company, Donerail is declaring its intent to enter into a customary non-disclosure agreement in conjunction with a publicly disclosed Strategic Review process, and we will also agree to a customary standstill that would provide the Company with surety of our standing as a willing acquiror while simultaneously protecting our rights as shareholders to nominate directors at next year's Annual Meeting, should the need arise.

### **About Donerail**

The Donerail Group LP is a Los Angeles-based investment adviser that employs a value-oriented investment lens focusing on special situations and event driven investments.

Investor Contact:

Wes Calvert, (310) 564-9992

---

<sup>1</sup> Turtle Beach Press Release dated 23-Aug-2021

<sup>2</sup> "Donerail Prepared to 'Go Nuclear' in Its Bid for Turtle Beach." CTFN. 19-Jul-2021.

<sup>3</sup> "Multiple Parties Circling Turtle Beach with Announcement Possible Next Month." CTFN. 7-Oct-2021.

# The Donerail Group Sets The Record Straight On Engagement With Turtle Beach Corporation

December 22, 2021 13:54 ET | Source: [The Donerail Group LP](#)

*Donerail Has Submitted a Revised Offer to Acquire Turtle Beach Corporation for \$32.86 per Share in Cash*

*Donerail's Revised Offer Stands at a 51% Premium to the Company's Closing Share Price on December 14<sup>th</sup> and a 20% Premium to the Price at Which the Company's CFO Sold Majority of His Stock Position Last Month*

*Seeks to Expediently Move Forward to Advance Discussions with the Company*

LOS ANGELES, Dec. 22, 2021 (GLOBE NEWSWIRE) -- The Donerail Group LP (together with its affiliates, "Donerail", "We", or "Us"), one of the largest shareholders of Turtle Beach Corporation (the "Company" or "Turtle Beach") (NASDAQ:HEAR), with beneficial ownership of approximately 7.4% of the Company's outstanding shares, released the following statement on December 22, 2021:

On December 20, 2021, Donerail presented to the Company's Board of Directors (the "Board") a Revised Offer to acquire the Company in an all-cash transaction at a proposed price of \$32.86 per share.

In our Revised Offer, we again attempted to address the two principal concerns the Board has expressed in its previous declinations to engage with us a potential acquiror: i) that the proposed acquisition prices have not been "sufficient"<sup>1</sup> and ii) that there were concerns regarding "Donerail's ability to consummate a transaction and its financing sources."<sup>2</sup>

Hours after we submitted that Revised Offer, the Company issued a press release reiterating those concerns. Perhaps the Board had chosen not to review our Revised Offer before authorizing its press release, but that does not change the fact that the Company's press release omits material information about our interaction with the Company as of the time it was issued. Accordingly, we feel it is important to summarize our Revised Offer and the efforts it contemplated to address these concerns that the Board has previously expressed.

## **Offer Price**

Our revised offer of \$32.86 per share stands at a 51% premium to the Company's closing share price on December 14, 2021 and a 28% premium to the 30-day volume weighted average price of the shares. We believe that such price warrants immediate engagement.

---

While we believe that we could potentially meaningfully increase our offer price subject to due diligence, since the Company rejected our bid of \$36.50 per share over the summer, there has been reason to lower our initial offer price:

The Company has not executed on its operating plan, as evidenced by the Turtle Beach management's lowering of their annual 2021 earnings guidance by 20% on November 4, 2021, causing the stock price to decline nearly 25% in the weeks following the release.<sup>3</sup> While we believe such a profitability warning could likely have been avoided with more prudent cost management and a more intentional focus on operations, we do remain hopeful that such issues are unlikely to have created a meaningful long-term value dislocation. Subject to confirming that such beliefs are true, we would consider substantially increasing our offer.

It has been unclear to us at what price the Company would be willing to engage with us to sell the Company, and we have historically been provided limited direction.

Recent events have, however, afforded shareholders a clearer view as to what management believes to be fair value of the Company's equity, and such visibility has provided us with additional clarity, too.

Regulatory filings published just weeks ago detailed that the Company's CFO, John Hanson, chose to sell nearly his entire personal equity position in Turtle Beach at an average price of \$27.38 per share in mid-November 2021. In constructing a revised offer to acquire the Company, we felt most compelled to ensure that shareholders receive, at a minimum, at least an attractive 20% premium to where Mr. Hanson sold nearly the entirety of his personally held shares.

No doubt that as both shareholders and the Board assess the attractiveness of our Revised Offer against management's own standalone plan, one must call into question the credibility of any management-led standalone plan when one of the Company's chief executives responsible for such plan has liquidated nearly his entire holdings in recent weeks – at a significantly lower price than our offer.

In summary, in the months following the rejection of our prior \$36.50 per share offer, the Company's management has now missed and lowered its own annual profitability guidance targets, the CFO has now sold nearly the entirety of his equity stake in the Company, and prior to our public reassertion of our interest in acquiring the Company, Turtle Beach stock had fallen precipitously to nearly 52-week lows.

On behalf of all shareholders, we are hopeful that this Board does not refuse to engage with us at this price today.

### **Financing Considerations**

It is true that Donerail is not a traditional private equity buyer and, although we have raised acquisition financing a number of times in recent years, participating in sales processes to acquire the entirety of companies is not generally a focus of ours. While Donerail's committed pools of capital do offer flexibility to enter illiquid investments, any acquisition of Turtle Beach by Donerail would require equity co-investment financing which, like our prospective debt financing, can only be fully committed once we have the ability to conduct due diligence of the Company's confidential information.

---

Conscious that an acquisition by Donerail would inherently have a dissimilar financing structure from the structure used by traditional private equity acquirers, Donerail has extended itself at great lengths to provide comfort for this Board to move forward on behalf of shareholders.

Over the past nine months, Donerail has provided the Company with support documentation from other large asset managers that have indicated a desire to partner with us in an equity co-investment financing vehicle for Turtle Beach. In addition, Donerail has connected the Company to our investment bankers that have shown the Board an eagerness to provide debt capital required for a transaction.

It should be noted that, in providing financing support for the Company's bankers to review, a number of our potential financing partners requested to have their institutions' names and identifying information redacted from initial documentation provided to the Company; although confidentiality is generally expected in these matters, the Board has the right not to respect privacy and release such documents publicly, as this Board has done, and many prospective financing partners only want to be visible when the non-disclosure agreements are signed.

That notwithstanding, the highly redacted document that the Board released as part of its December 20<sup>th</sup> release was just one document that, on its own, clearly lacks sufficient merit to warrant proceeding further in negotiations with us.

Critically, that redacted document was just one document in the suite of documents, banker conversations, and investor communication that the Board reviewed in context of our proposed financing – a review that led the Board to communicate to us on July 9, 2021, that our offer had become viewed as both “credible” and “fundable”.

In short, the Board assessed our financing and deemed it “credible” and “fundable”, yet in its December 20, 2021 press release, the Board chose to release a singular, redacted document that, presumably, played but a small role in the Board's subsequent deeming of our financing as such.

Such a tactic should strike shareholders as concerning: a Board willing to, quite atypically, release privately disclosed information that serves to potentially evade good faith discussions with a “credible” and willing acquiror, simply for the sake of distracting shareholders from the core issues that the Board seemingly refuses to engage with us on, does not benefit shareholders. Shareholders are right to note that such actions illustrate a Board that does not appear to be seeking to optimize the price that such an acquiror can offer shareholders, but rather, a Board that seeks to discourage or even embarrass such an acquiror from even continuing with its effort. Frankly, shareholders deserve better.

Importantly, once the Company and its bankers signaled we could move forward with our proposed financing structure, it was also then explicitly conveyed to us that if we were able to increase our offer price, the Board would be willing to sign a non-disclosure agreement and constructively engage with us in sale discussions. As has been disclosed previously, we chose not to increase our offer price and discussions stalled.

---

Given the above, until just recently, we were of the clear understanding that price, not financing concerns, was the gating item to negotiating a transaction.

In its press release on December 20, 2021, surprisingly and without explanation to us as to why, the Board reversed its prior, historically resolved concerns about our prospective financing package, erasing months of behind-the-scenes work that we completed in good faith alongside the Company's bankers.

Such a maneuver by the Board to continue to stall a willing acquiror further illustrates what we believe is a lack of good faith at the Board level, and we are unconvinced that this Board is open to selling the Company, at any price.

To establish that the Board is even willing to entertain a sale of the Company as an option against its standalone risk-weighted plan, we are again calling on the Company to publicly disclose that it is running a Strategic Review process, if such a process is underway, and if it is not, we call on the Company to initiate one in short order.

To be clear, such a public announcement of a Strategic Review process does not conflict with our own desire to purchase the Company at an attractive price; it is naïve to believe that a public company with a heightened level of scrutiny would agree to sell to any single party in a one-off, directly negotiated transaction. What an announcement of a public Strategic Process does do, however, is create an accountability for the Board to run a transparent, comprehensive, and robust process that shareholders can then assess against this management team's own risk-weighted standalone plan.

We believe that this is all shareholders want, and we believe this is what shareholders deserve.

To highlight our readiness to transact, we intend to send the Board a typical and customary non-disclosure agreement for transactions of this type which will facilitate the transmission of the diligence materials we need to secure financing, while ensuring that we do not waive certain rights that other shareholders and our own investors would expect us to maintain.

We eagerly look forward to engaging with this Board in an expeditious fashion.

### **About Donerail**

The Donerail Group LP is a Los Angeles-based investment adviser that employs a value-oriented investment lens focusing on special situations and event driven investments.

Investor Contact:  
Wes Calvert, (310) 564-9992

---

<sup>1</sup> Turtle Beach Press Release dated 23-Aug-2021

<sup>2</sup> Turtle Beach Press Release dated 23-Aug-2021

<sup>3</sup> Turtle Beach Press Release dated 4-Nov-2021