

**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>Stark Juergen M.</u>  (Last) (First) (Middle) <u>C/O TURTLE BEACH CORPORATION</u> <u>100 SUMMIT LAKE DRIVE, SUITE 100</u>  (Street) <u>VALHALLA NY 10595</u>  (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) <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>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/20/2015</u>	
	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				
Stock Option (Right to Buy)	\$5.59	05/20/2015		D			2,422,740	(1)	09/03/2022	Common Stock	2,422,740	(2)	0	D	
Stock Option (Right to Buy)	\$1.93	05/20/2015		A		1,863,646		(3)	09/03/2022	Common Stock	1,863,646	(2)	1,863,646	D	
Stock Option (Right to Buy)	\$1.81	05/29/2015		A		280,000		(4)	05/29/2025	Common Stock	280,000	\$0	280,000	D	

**Explanation of Responses:**

- 25% of the underlying shares vested on the first anniversary of the original grant date, with the remainder scheduled to vest in equal monthly installments on the first day of each month until the fourth anniversary of the original grant date.
- On May 20, 2015, the issuer cancelled, pursuant to the issuer's option exchange program, an option for 2,422,740 shares of HEAR common stock previously granted to the reporting person. In exchange, the reporting person received a replacement option grant for 1,863,646 shares with an exercise price of \$1.93 per share.
- 1,242,431 of the underlying shares were vested as of the grant date, and 1/22nd of the remaining underlying shares will vest on the 1st day of each month after the grant date until the option is fully vested.
- 25% of the underlying shares will vest on the first anniversary of the grant date, with the remainder scheduled to vest in equal monthly installments thereafter until the fourth anniversary of the grant date.

/s/ John T. Hanson, attorney-in-fact for Juergen Stark 06/12/2015

\*\* 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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