SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
POTASHNER KENNETH F	Parametric Sound Corp [PAMT]	

POTASHNER KENNETH F

(Last)	(First)	(Middle)

C/O PARAMETRIC SOUND CORPORATION

13771 DANIELSON STREET

(Street)

POWAY	CA	92064

(City)	(State)	(Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Parametric Sound Corp [PAMT]

3. Date of Earliest Transaction (Month/Day/Year)
12/27/2013

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director
X Officer (give title below)
10% Owner
Other (specify below)

Executive Chairman

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person
Form filed by More than One Reporting Person

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	12/27/2013		M		15,000	A	$3.25	15,000[(1)]	D	
Common Stock	12/30/2013		M		10,000	A	$3.25	25,000[(1)]	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)	$3.25	12/27/2013		M			15,000	12/29/2011	12/29/2016	Common Stock	15,000	$0	350,000	D	
Stock Option (Right to Buy)	$3.25	12/30/2013		M			10,000	12/29/2011	12/29/2016	Common Stock	10,000	$0	340,000[(2)]	D	

Explanation of Responses:

1. Pursuant to the terms of a Shareholder Agreement and Irrevocable Proxy dated August 5, 2013 between Mr. Potashner and VTB Holdings, Inc., a Delaware corporation (VTBH) these shares of common stock (and all shares beneficially owned) are subject to a lock-up restriction whereby Mr. Potashner has agreed not to sell or otherwise transfer the shares for a period of time ending six months following the closing of the planned Merger between a wholly-owned subsidiary of Parametric Sound Corporation and VTBH, subject to certain exceptions including certain possible tax obligations related to the Merger.

2. Shares commenced vesting on December 29, 2011. Final 24,375 shares time vest on December 31, 2013, subject to the terms of the 2012 Stock Option Plan.

/s/ James A Barnes as Attorney-in-Fact for Kenneth F Potashner   12/30/2013

** 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.