

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**

*UNDER
THE SECURITIES ACT OF 1933*

TURTLE BEACH CORPORATION

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation or organization)

**44 South Broadway, 4th Floor
White Plains, New York 10601**
(Address of Principal Executive Offices)
(Zip Code)

27-2767540
(I.R.S. Employer Identification No.)

**TURTLE BEACH CORPORATION
2023 STOCK-BASED INCENTIVE COMPENSATION PLAN**
(Full title of the plan)

**John T. Hanson
Chief Financial Officer
Turtle Beach Corporation
44 South Broadway, 4th Floor
White Plains, New York 10601**
(Name and address of agent for service)

(888) 496-8001
(Telephone number, including area code, of agent for service)

With a Copy to:

**Stephen M. Leitzell
Dechert LLP
Cira Centre
2929 Arch Street
Philadelphia, PA 19104-2808
(215) 994-2000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, Turtle Beach Corporation (the “Registrant”) is filing this Registration Statement on Form S-8 (this “Registration Statement”) to register the offer and sale of an additional 1,049,000 shares of its common stock, par value \$0.001 per share (the “Common Stock”), under the Turtle Beach Corporation 2023 Stock-Based Incentive Compensation Plan, formerly known as the Turtle Beach Corporation 2013 Stock-Based Incentive Compensation Plan (as amended and restated) (the “Plan”). This Registration Statement hereby incorporates by reference the contents of the Registrant’s Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on February 18, 2014 (File No. [333-193982](#)), April 2, 2019 (File No. [333-230691](#)), and August 9, 2019 (File No. [333-233179](#)).

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Registrant with the Securities and Exchange Commission (the “Commission”) are hereby incorporated by reference into this Registration Statement:

- (i) The Registrant’s [Annual Report on Form 10-K](#) for the fiscal year ended December 31, 2022 (filed with the Commission on March 29, 2023);
- (ii) The Registrant’s [Amendment No. 1 to Annual Report on Form 10-K/A](#) for the fiscal year ended December 31, 2022 (filed with the Commission on May 1, 2023);
- (iii) The Registrant’s Quarterly Reports on Form 10-Q for the quarterly periods ended [March 31, 2023](#) (filed with the Commission on May 4, 2023), [June 30, 2023](#) (filed with the Commission on August 7, 2023), and [September 30, 2023](#) (filed with the Commission on November 7, 2023);
- (iv) The Registrant’s Current Reports on Form 8-K filed with the Commission on [March 15, 2023](#), [March 29, 2023](#), [April 4, 2023](#), [May 2, 2023](#), [May 11, 2023](#) (excluding Item 7.01), [May 16, 2023](#), [May 24, 2023](#), [June 16, 2023](#), [June 22, 2023](#) (excluding Item 7.01), [June 23, 2023](#) (excluding Item 7.01), [June 29, 2023](#), and [July 12, 2023](#); and
- (v) The description of the Common Stock contained in the Registrant’s [Registration Statement on Form 8-A](#) filed with the Commission under Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on March 21, 2012, as amended by [Exhibit 4.7](#) to the Registrant’s [Annual Report on Form 10-K](#) for the fiscal year ended December 31, 2019 (filed with the Commission on March 13, 2020), including any subsequently filed amendments and reports updating such description.

To the extent that any information contained in any Current Report on Form 8-K, or any exhibit thereto, was furnished to, rather than filed with, the Commission, such information or exhibit is specifically not incorporated by reference.

All reports and other documents that the Registrant subsequently files with the Commission pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that the Registrant has sold all of the securities offered under this Registration Statement or deregisters the distribution of all such securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date that the Registrant files such report or document.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a

statement contained herein or in any other subsequently filed document that also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

A list of exhibits filed herewith is contained in the Exhibit Index that immediately precedes such exhibits and is incorporated herein by reference.

EXHIBIT INDEX

Exhibit Number	Description
4.1	Form of Registrant's stock certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Amendment No. 1 to Form 10 filed with the Commission on July 27, 2010)
5.1 *	Opinion of Snell & Wilmer, L.L.P.
10.1	Turtle Beach Corporation 2023 Stock-Based Incentive Compensation Plan, as amended (incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on August 7, 2023)
23.1 *	Consent of BDO USA, LLP
23.2 *	Consent of Snell & Wilmer L.L.P. (included in Exhibit 5.1 hereto)
24.1 *	Power of Attorney (contained on signature page hereto)
107 *	Filing Fee Table

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on March 13, 2024.

TURTLE BEACH CORPORATION

By: /s/ CRIS KEIRN
Cris Keirn
Interim Chief Executive Officer

POWER OF ATTORNEY

KNOW TO ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Cris Keirn and John T. Hanson, each and individually, his or her attorneys-in-fact, with full power of substitution and resubstitution, for him or her in any and all capacities, to sign any or all amendments or post-effective amendments to this Registration Statement and to file the same with the Securities and Exchange Commission, granting unto each of such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that each such attorney-in-fact, or his agent or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ CRIS KEIRN</u> Cris Keirn	Interim Chief Executive Officer <i>(Principal Executive Officer)</i>	March 13, 2024
<u>/s/ JOHN T. HANSON</u> John T. Hanson	Chief Financial Officer and Treasurer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	March 13, 2024
<u>/s/ TERRY JIMENEZ</u> Terry Jimenez	Non-Executive Chairman of the Board and Director	March 13, 2024
<u>/s/ L. GREGORY BALLARD</u> L. Gregory Ballard	Director	March 13, 2024
<u>/s/ KATHERINE L. SCHERPING</u> Katherine L. Scherping	Director	March 13, 2024
<u>/s/ JULIA W. SZE</u> Julia W. Sze	Director	March 13, 2024
<u>/s/ MICHELLE D. WILSON</u> Michelle D. Wilson	Director	March 13, 2024
<u>/s/ ANDREW WOLFE</u> Andrew Wolfe	Director	March 13, 2024
<u>/s/ WILLIAM WYATT</u> William Wyatt	Director	March 13, 2024

Snell & Wilmer L.L.P.
Hughes Center
3883 Howard Hughes Parkway, Suite 1100
Las Vegas, NV 89169-5958
TELEPHONE: 702.784.5200
FACSIMILE: 702.784.5252

March 13, 2024

Turtle Beach Corporation
44 South Broadway, 4th Floor
White Plains, New York 10601

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special Nevada counsel for Turtle Beach Corporation, a Nevada corporation (the "Company"), in connection with the Company's preparation of a Registration Statement on Form S-8 to be filed by the Company with the United States Securities and Exchange Commission (the "Commission") on or about the date hereof (the "Registration Statement"), with respect to the registration under the Securities Act of 1933, as amended (the "1933 Act"), of 1,049,000 shares of the Company's common stock, par value \$0.001 per share (the "Shares"), to be offered and sold under the Company's Amended and Restated 2023 Stock-Based Incentive Compensation Plan, as amended through the date hereof (the "2023 Plan").

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act in connection with the filing of the Registration Statement. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Registration Statement.

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have relied upon and examined matters of fact, questions of law and documents as we have deemed necessary to render this opinion, including the originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "Documents"):

1. The Registration Statement and exhibits hereto;
 2. The Articles of Incorporation of the Company filed with the Secretary of State of the State of Nevada, as amended through the date hereof (the "Charter"), certified as of the date hereof by an officer of the Company;
 3. The Bylaws of the Company, as amended and as certified as of the date hereof by an officer of the Company;
 4. Certificate of Existence with Status in Good Standing, certified by the Secretary of State of the State of Nevada, dated as of a recent date;
 5. Resolutions adopted by the Board of Directors of the Company relating to the authorization of the registration and issuance of the Shares (the "Resolutions"), certified as of the date hereof by an officer of the Company;
 6. A specimen of the current form of stock certificate representing shares of the Company's Common Stock, certified as of the date hereof by an officer of the Company;
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7. The 2023 Plan, certified as of the date hereof by an officer of the Company;
8. A certificate executed by an officer of the Company, dated as of the date hereof, as to certain factual matters; and
9. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

- A. Each individual executing any of the Documents, whether on behalf of such individual or any other person, is legally competent to do so.
- B. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all such Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise. For the purpose of the opinion rendered below, we have assumed that, upon each issuance of Shares, the Company will receive or has received the consideration for such Shares required by the Resolutions.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that the issuance of the Shares has been duly authorized and, when issued and delivered by the Company pursuant to the Resolutions and otherwise in accordance with the Registration Statement, and upon payment for and delivery of the Shares subject to issuance and sale by the Company, the Shares will be validly issued, fully paid and nonassessable.

We render this opinion only with respect to the general corporate law of the State of Nevada as set forth in Chapter 78 of the Nevada Revised Statutes. We neither express nor imply any obligation with respect to any other laws or the laws of any other jurisdiction or of the United States. For purposes of this opinion, we assume that the Shares will be issued in compliance with all applicable state securities or blue sky laws.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof. Without limiting the generality of the foregoing, we neither express nor imply any opinion regarding the contents of the Registration Statement, other than as expressly stated herein with respect to the Shares.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act or the rules and regulations of the Commission promulgated thereunder.

It is understood that this opinion is to be used only in connection with the offer of the Shares while the Registration Statement is in effect.

Very truly yours,

/s/ Snell & Wilmer L.L.P.

Snell & Wilmer L.L.P.

Consent of Independent Registered Public Accounting Firm

Turtle Beach Corporation
White Plains, New York

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 29, 2023, relating to the consolidated financial statements and schedule and the effectiveness of internal control over financial reporting of Turtle Beach Corporation appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2022. Our report on the effectiveness of internal control over financial reporting expresses an adverse opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2022.

/s/ BDO USA, P.C.

New York, New York

March 12, 2024

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)

Turtle Beach Corporation
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title (1)	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.001 per share	Rule 457(c) and Rule 457(h)	1,049,000	\$10.56	\$11,077,440.00	\$147.60 per \$1,000,000.00	\$1,635.03
Total Offering Amounts					\$11,077,440.00		\$1,635.03
Total Fee Offsets							-
Net Fee Due							\$1,635.03

- (1) This Registration Statement on Form S-8 (this “Registration Statement”) relates to 1,049,000 shares of common stock, par value \$0.001 per share (the “Common Stock”), of Turtle Beach Corporation (the “Registrant”) not previously registered and available for issuance under the Turtle Beach Corporation 2023 Stock-Based Incentive Compensation Plan, formerly known as the Turtle Beach Corporation 2013 Stock-Based Incentive Compensation Plan (as amended and restated) (the “Plan”). Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Common Stock that become issuable under the Plan pursuant to this Registration Statement to prevent dilution by reason of any stock splits, stock dividends, or similar transactions effected without the receipt of consideration and which results in an increase in the number of outstanding shares of Common Stock.
- (2) The Proposed Maximum Offering Price Per Share and Maximum Aggregate Offering Price have been calculated solely for purposes of determining the registration fee for this offering under Rule 457(c) and (h) under the Securities Act on the basis of the average of the high (\$10.80) and low (\$10.31) sale prices of the Common Stock as reported on the Nasdaq Global Market on March 8, 2024, which date is within five business days prior to the filing of this Registration Statement.