

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Stark Juergen M.</u> (Last) (First) (Middle) <u>C/O TURTLE BEACH CORPORATION</u> <u>44 SOUTH BROADWAY, 4TH FLOOR</u> (Street) <u>WHITE PLAINS NY</u> <u>10601</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>CEO & President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	05/01/2023		M		14,375	A	(1)	185,425	D	
Common Stock	05/01/2023		M		25,000	A	(1)	210,425	D	
Common Stock	05/01/2023		M		48,750	A	(1)	259,175	D	
Common Stock	05/01/2023		M		85,000	A	(1)	344,175	D	
Common Stock	05/01/2023		M		9,570	A	(1)	353,745	D	
Common Stock	05/01/2023		A		16,668	A	(2)	370,413	D	
Common Stock	05/01/2023		A		43,550	A	(2)	413,963	D	
Common Stock	05/01/2023		A		85,000	A	(2)	498,963	D	
Common Stock	05/01/2023		F		162,579 ⁽³⁾	D	\$10.98	336,384	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				
Restricted Stock Units	(4)	05/01/2023		M			14,375	(1)	(1)	Common Stock	14,375	\$0	0	D	
Restricted Stock Units	(4)	05/01/2023		M			25,000	(1)	(1)	Common Stock	25,000	\$0	0	D	
Restricted Stock Units	(4)	05/01/2023		M			48,750	(1)	(1)	Common Stock	48,750	\$0	0	D	
Restricted Stock Units	(4)	05/01/2023		M			85,000	(1)	(1)	Common Stock	85,000	\$0	0	D	
Restricted Stock Units	(4)	05/01/2023		M			9,570	(1)	(1)	Common Stock	9,570	\$0	0	D	
Stock Option (Right to Buy)	\$7.24							(5)	05/29/2025	Common Stock	70,000		70,000	D	
Stock Option (Right to Buy)	\$4.64							(5)	04/04/2026	Common Stock	112,500		112,500	D	
Stock Option (Right to Buy)	\$2.04							(5)	11/13/2027	Common Stock	72,500		92,500	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)	\$3.12							(5)	04/11/2028	Common Stock	112,500		112,500	D	
Stock Option (Right to Buy)	\$12.1							(5)	04/01/2029	Common Stock	105,000		105,000	D	
Stock Option (Right to Buy)	\$5.95							(6)	04/01/2030	Common Stock	115,000		115,000	D	

Explanation of Responses:

- Restricted stock units were converted into common stock on a one-for-one basis. The vesting of the restricted stock units was accelerated pursuant to the previously-disclosed separation letter agreement dated as of May 1, 2023 between the issuer and the reporting person.
- Performance stock units were converted into common stock on a one-for-one basis. The vesting of the performance stock units was accelerated pursuant to the previously-disclosed separation letter agreement dated as of May 1, 2023 between the issuer and the reporting person.
- Represents shares withheld to satisfy tax withholding obligations upon the vesting of the shares of restricted stock awarded to the reporting person.
- The securities were restricted stock units representing a contingent right to receive one share of Turtle Beach Corporation common stock or, cash with a value equal to the fair market value of the underlying common stock or, a combination thereof.
- All options were exercisable as of the transaction date.
- The vesting of these options was accelerated pursuant to the previously-disclosed separation letter agreement dated as of May 1, 2023 between the issuer and the reporting person.

/s/ Juergen Stark

05/02/2023

** 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.