

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. 9)¹

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 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)

March 18, 2022
(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.

¹ 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 checked="" 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 860,816*
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 860,816*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 860,816*	
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) 5.3%	
14	TYPE OF REPORTING PERSON PN, IA	

*Includes 275,000 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 checked="" 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 860,816*
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 860,816*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 860,816*	
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) 5.3%	
14	TYPE OF REPORTING PERSON IN	

*Includes 275,000 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 checked="" 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 860,816*
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 860,816*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 860,816*	
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) 5.3%	
14	TYPE OF REPORTING PERSON CO	

*Includes 275,000 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 checked="" 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 860,816*
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 860,816*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 860,816*	
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) 5.3%	
14	TYPE OF REPORTING PERSON CO	

*Includes 275,000 Shares underlying call options currently exercisable as further described in Item 6.

1	NAME OF REPORTING PERSON SCW Capital, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
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 Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 344,029
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 344,029
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 344,029	
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) 2.1%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON SCW Capital QP, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
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 Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 158,376
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 158,376
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 158,376	
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) Less than 1%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON SCW Capital Management, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS 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 Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 502,405
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 502,405
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 502,405	
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) 3.1%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON Trinity Investment Group, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS 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 502,405
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 502,405
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 502,405	
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) 3.1%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON Robert Cathey	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF	
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 6,000
	8	SHARED VOTING POWER 502,405
	9	SOLE DISPOSITIVE POWER 6,000
	10	SHARED DISPOSITIVE POWER 502,405
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 508,405	
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) 3.1%	
14	TYPE OF REPORTING PERSON IN	

The following constitutes Amendment No. 9 to the Schedule 13D filed by the undersigned (“Amendment No. 9”). This Amendment No. 9 amends the Schedule 13D as specifically set forth herein.

Item 2. Identity and Background.

Item 2 is hereby amended and restated to read as follows:

- (a) This statement is filed by:
- (i) The Donerail Group LP, a Delaware Limited Partnership (“Donerail”);
 - (ii) William Wyatt;
 - (iii) Harbert Fund Advisors, Inc., an Alabama Corporation (“HFA”);
 - (iv) Harbert Management Corporation, an Alabama Corporation (“HMC” and together with Donerail, Mr. Wyatt and HFA, the “Donerail Group”);
 - (v) SCW Capital, LP, a Texas Limited Partnership (“SCW Capital”);
 - (vi) SCW Capital QP, LP, a Texas Limited Partnership (“SCW QP” and together with SCW Capital, the “SCW Funds”);
 - (vii) SCW Capital Management, LP, a Texas Limited Partnership (“SCW Management”);
 - (viii) Trinity Investment Group, LLC, a Delaware Limited Liability Company (“Trinity”); and
 - (ix) Robert Cathey (together with the SCW Funds, SCW Management and Trinity, the “SCW Fund Group”).

Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.” Each of the Reporting Persons is party to that certain Joint Filing and Solicitation Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D. This statement relates to Shares held for the account of a certain private investment fund for which Donerail acts as investment manager, The Donerail Master Fund LP, a Cayman Islands exempted limited partnership (the “Donerail Fund”). Mr. Wyatt is the Managing Partner of Donerail and the Senior Managing Director of the general partner of the Donerail Fund. As a “relying adviser,” Donerail operates subject to the supervision and control of its “filing adviser” HFA, an investment adviser registered with the United States Securities and Exchange Commission. HMC is the parent of HFA and the managing member of the general partner of Donerail.

Set forth on Schedule A to the Schedule 13D (“Schedule A”) is the name and present principal occupation or employment, principal business address and citizenship of the executive officers and directors of HFA and HMC. To the best of the Reporting Persons’ knowledge, except as otherwise set forth herein, none of the persons listed on Schedule A beneficially owns any securities of the Issuer or is a party to any contract, agreement or understanding required to be disclosed herein.

(b) The principal business address of Donerail and Mr. Wyatt is 240 26th Street, Suite 3, Santa Monica, CA 90402. The principal business address of HFA and HMC is 2100 Third Avenue North, Suite 600, Birmingham, AL 35203. The principal business address of the SCW Fund Group is 3131 Turtle Creek Blvd, Suite 850, Dallas, TX 75219.

(c) The principal business of Donerail is serving as the investment manager of the Donerail Fund, whose principal business is investing in securities. The principal occupation of Mr. Wyatt is serving as Managing Partner of Donerail. The principal business of HMC and its wholly owned subsidiary HFA is serving as an alternative asset management firm to various private investment funds. The principal business of each member of the SCW Fund Group is engaging in the business of acquiring, holding, voting and disposing of various public and private securities investments.

(d) No Reporting Person, any person listed on Schedule A, or the Donerail Fund has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person, any person listed on Schedule A, or the Donerail Fund has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Mr. Wyatt and Mr. Cathey are citizens of the United States of America. Donerail and Trinity are incorporated under the laws of the State of Delaware. HFA and HMC are incorporated under the laws of the State of Alabama. The SCW Funds and SCW Management are incorporated under the laws of the State of Texas. The citizenship of the persons listed on Schedule A is set forth therein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares Purchased by the Donerail Fund were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted in Schedule B, which is incorporated herein by reference. The aggregate purchase price for the 585,816 Shares reported owned herein was approximately \$16,194,940. The aggregate purchase price of the call options, which are currently exercisable, referencing 275,000 Shares, which may be deemed to be beneficially owned by Donerail, is approximately \$209,000, including brokerage commissions.

The Shares purchased by the SCW Funds were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases except as otherwise noted in Schedule B, which is incorporated herein by reference. The aggregate purchase price for the 502,405 Shares reported owned herein by the SCW Funds is approximately \$12,475,889, excluding brokerage commissions. The Shares purchased by Mr. Cathey were purchased with personal funds in open market purchases. The aggregate purchase price for the 6,000 Shares reported owned herein by Mr. Cathey is approximately \$134,325, excluding brokerage commissions.

Item 4. Purpose of the Transaction.

Item 4 is hereby amended to add the following:

On March 21, 2022, the Reporting Persons entered into the Joint Filing and Solicitation Agreement (the “JFSA”), as more fully described in Item 6, which is attached hereto as Exhibit 99.1 and incorporated herein by reference, in connection with Donerail’s efforts to seek changes to the composition of the Issuer’s Board of Directors (the “Board”) and management. Donerail has attempted to constructively engage with the Issuer to arrive at a solution that puts the Issuer in the best position to unlock value for the benefit of all stockholders, and may continue to engage with the Issuer on this topic. However, given the inability to date to arrive at an agreeable framework on which discussions can reasonably progress, and in light of the upcoming deadline for shareholders to nominate director candidates at the Issuer’s 2022 Annual Meeting of Shareholders (the “2022 Annual Meeting”), the Reporting Persons felt compelled to demonstrate their commitment to refreshing the Board in the best interest of all stockholders now by nominating its director candidates.

To that end, on March 22, 2022, Donerail delivered a letter to the Issuer (the “Nomination Letter”) nominating a slate of six highly qualified director candidates, including Terry Jimenez, Kimberly Kreuzberger, Katherine L. Scherping, Brian Stech, Michelle D. Wilson, and William Wyatt (collectively, the “Nominees”), for election to the Board at the 2022 Annual Meeting. The Reporting Persons believe the Nominees have the necessary skills and experience to help set the Issuer on the right path towards maximizing value for all shareholders, as evidenced by their biographies below.

On March 22, 2022, Donerail issued a public letter to the Issuer’s stockholders notifying stockholders of the nomination of the Nominees for election at the 2022 Annual Meeting and describing Donerail’s views concerning the opportunities to create value for all of the Issuer’s stockholders. The full text of the letter is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Terry Jimenez, age 49, most recently served as Chief Executive Officer and director at Tribune Publishing Company (formerly NASDAQ: TPCO) (“Tribune”), a media and publishing company, from January 2020 to June 2021. Since June 2021, Mr. Jimenez has done M&A work as well as strategic, operational and financial consulting for a private equity backed company in addition to teaching as an Adjunct Professor for Northern Illinois University’s Executive MBA Program. He served as Chairman and director at BestReviews.com, a subsidiary of Tribune, from February 2018 to February 2020 and as Executive Vice President and Chief Financial Officer of Tribune from April 2016 to January 2020. Prior to Tribune, Mr. Jimenez was a Partner in International Business Machines Corporation’s (NYSE: IBM), an information technology company, Global Business Services group, from 2012 to 2016. He served as President of Newsday Media Group, a subsidiary of Cablevision Systems Corporation (“Cablevision” and n/k/a Altice USA Inc. (NYSE: ATUS)), a cable television provider, from September 2009 through February 2012. From 2008 to 2009, Mr. Jimenez served as Chief Operating Officer and Chief Financial Officer of Newsday, LLC and Publisher of amNewYork, both media companies and subsidiaries of Cablevision. Prior to Cablevision’s acquisition of Newsday, LLC from Tribune Media Company in 2008, Mr. Jimenez served in various roles at Tribune Media Company (n/k/a Tribune Publishing Company). From 2005 to 2008, he served as Vice President Finance and Chief Financial Officer of Newsday, Inc., a subsidiary of Tribune and from 2003 to 2005, he served as Controller for the Chicago Tribune Group, a subsidiary of Tribune. Prior to joining Tribune Media Company, Mr. Jimenez served in various accounting, financial, strategy and merger and acquisitions roles at McDonald’s Corporation (NYSE: MCD), a multi-national restaurant company, from 1994 through 2003. Mr. Jimenez serves on the Board of Directors of the Ronald McDonald House Charities of Chicagoland & Northwest Indiana, a non-profit organization supporting families with children in need of hospital services, the Advisory Board for Northern Illinois University’s Business School as well as the President’s Advisory Council for Northern Illinois University and is a member of the Economic Club of Chicago. Mr. Jimenez holds a BS in accountancy from Northern Illinois University and an MBA from J.L. Kellogg Graduate School of Management, Northwestern University.

Kimberly Kreuzberger, age 41, currently serves as the founder of Pivot Projects, a management consulting firm, since October 2019 and as an advisor to Miss Grass, Inc., an e-commerce cannabis company, since January 2019 and to Encantos PBC, a children education public benefit company, since July 2020. Previously, Ms. Kreuzberger served at goop Inc., a wellness and lifestyle company, where she was Chief Revenue Officer from March 2018 to October 2019 and Head of Brand Partnerships from February 2015 to March 2018. Prior to that, she served at InStyle, a women's fashion magazine that is wholly owned by Meredith Corporation (NYSE: MDP), a global media company, where she was an Advertising Director from July 2013 to February 2015 and an Executive Director, International Fashion from October 2009 to July 2013. Prior to that, Ms. Kreuzberger served in various roles at Conde Nast, a global mass media company and a subsidiary of Advance Publications Inc., a global media company, including as Executive Director, International Fashion at Vogue, a fashion and lifestyle publication, from July 2009 to October 2009, as Executive Director, Luxury and Fashion at Lucky Magazine, a fashion and lifestyle magazine, from November 2006 to July 2009, as American Fashion Manager at Jane, a magazine publication, from November 2005 to November 2006 and as Account Manager at Footwear News, a footwear publication, from September 2003 to October 2005. Prior to that, she worked as a Regional Sales Manager at American Cheerleader Magazine, a cheerleader based publication, from 2002 to 2003. Ms. Kreuzberger earned her B.A. from the University of Louisville.

Katherine L. Scherping, CPA, CGMA, age 62, currently serves as Chief Executive Officer of KLS Advisors, Inc., a financial and executive leadership advisory firm, since October 2011. Ms. Scherping previously served as Chief Financial Officer of National CineMedia, Inc. (NASDAQ: NCMI), the largest cinema advertising network in the U.S., from August 2016 to March 2020. She also served in various positions at QCE, LLC (d/b/a Quiznos Subs), a privately held quick-serve sub sandwich restaurant franchisor, including as Interim Chief Executive Officer in 2016 and Chief Financial Officer from December 2013 to July 2016. Prior to that, Ms. Scherping served as a Guest Faculty at Deloitte University, a part of Deloitte Touché Tohmatsu Limited, a multinational professional services network with offices in over 150 countries and territories around the world, from 2011 to 2016. Previously, Ms. Scherping also served as Senior Vice President & Chief Financial Officer of Red Robin Gourmet Burgers, Inc. (NASDAQ: RRGB), a casual dining restaurant chain, Chief Financial Officer of Tanning Technology Corporation (formerly NASDAQ: TANN), which operated as an information technology services provider that specialized in integrated solutions that incorporate online transaction processing and large databases. Previously, Ms. Scherping served as a member of the board of directors of Papa Murphy's Holdings, Inc. (formerly NASDAQ: FRSH), a franchisor and operator of the largest Take 'N' Bake pizza chain in the United States, from February 2017 until its acquisition by MTY Food Group Inc. (OTC: MTYFF) in May 2019. Ms. Scherping was the chair of the Audit Committee and a member of the Nominating and Governance Committee. She is a qualified financial expert. Ms. Scherping received her B.S. in Accounting from Northern Illinois University.

Brian Stech, age 46, is currently the Chief Executive Officer of Vinci Brands LLC ("Vinci"), a global leader in consumer tech protection, carry and power solutions operating an innovative and diverse portfolio of owned and licensed brands at the intersection of design, functionality, sustainability, and lifestyle, since August 2021. Previously, Mr. Stech served as Chief Executive Officer of Incipio Group, also a global leader in consumer technology solutions, from September 2019 until it was sold in August 2021. Prior to that, Mr. Stech served in various senior level roles at ZAGG, Inc. (formerly NASDAQ: ZAGG), a global leader in accessories and technologies that empower mobile lifestyles, including as President from March 2018 to July 2019, Chief Commercial Officer from July 2017 to March 2018, President of the ZAGG Business Unit from 2016 to July 2017 and Executive Vice President, Global Sales and Marketing from 2014 to 2016. Previously, Mr. Stech also served as President of SteelSeries ApS, a global market leader in the gaming and esports peripherals industry, from 2008 to 2014, Global Director, Marketing & Channel Development for Motorola, Inc. (formerly NYSE: MOT), a multinational telecommunications company, from 2006 to 2008, General Manager & Director of Mobility Electronics, Inc. (formerly NASDAQ: MOBE) (n/k/a iGo, Inc.), then a startup company focused on innovative products and solutions for the mobile industry, from 2000 to 2006; and Sales & Category Management for Ralston Purina Company (n/k/a Nestlé Purina PetCare Company), a former conglomerate with substantial holdings in food, pet food and consumer products, from 1998 to 2000. Mr. Stech received his B.S. in Business from Indiana University.

Michelle D. Wilson, age 56, has served as Co-Founder and Co-Chief Executive Officer of Isos Capital Management, an independent investment firm focused on identifying and executing on investment opportunities in the media, entertainment and sports industries, since January 2021. Ms. Wilson previously served as the Co-Founder, Co-Chief Executive Officer and Co-Chairman of Isos Acquisition Corporation (n/k/a Bowlero Corp. (NASDAQ: BOWL)), a blank check company formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses, from January 2021 until its merger with Bowlero Corp. (“Bowlero”) in December 2021. Prior to that, Ms. Wilson served in various roles for World Wrestling Entertainment, Inc. (NYSE: WWE) (“WWE”), a global media and entertainment company, including as Co-President and member of the Board of Directors from February 2018 to January 2020, Chief Revenue & Marketing Officer from 2013 to February 2018 and Chief Marketing Officer from 2009 to 2013. Earlier in her career, Ms. Wilson served as Chief Marketing Officer for the United States Tennis Association, the national governing body for the sport of tennis and the recognized leader in promoting and developing the sport’s growth at every level in the United States, as Vice President Integrated Marketing for the XFL, which was a professional American football league that was operated as a joint venture between World Wrestling Federation Entertainment, Inc. (now WWE) and the National Broadcasting Company, Director of Marketing & Sales for the National Basketball Association, a professional sports league; Senior Brand Manager for RJR Nabisco, Inc. (n/k/a Nabisco), a former conglomerate that sold tobacco and food products, and Senior Product Development for Johnson & Johnson (NYSE: JNJ), which is engaged in the research and development, manufacture and sale of a broad range of products in the healthcare field. Ms. Wilson currently serves as a member of the board of directors of Bowlero, the world’s largest operator of bowling entertainment centers since December 2021, and the Make-A-Wish Foundation of Connecticut, a Connecticut nonprofit corporation that helps fulfill the wishes of children with a critical illness, since 2015, including as Board Chair July 2019 through December 2022. Ms. Wilson received her MBA from Harvard Business School and her BSE in Chemical Engineering from the University of Pennsylvania.

William Wyatt, age 38, currently serves as the Managing Partner of The Donerail Group LP, a value-driven investment manager, since July 2018, and serves as a Senior Managing Director of The Harbert Donerail Fund GP LLC. Previously, Mr. Wyatt served at Starboard Value LP, a New York-based investment adviser, where he was a Portfolio Manager from March 2015 to June 2018. Prior to that Mr. Wyatt worked in various executive roles at Empyrean Capital Partners, LP, an event-oriented investment manager from February 2014 to March 2015. Mr. Wyatt served as a Consumer Retail Sector Head at Magnetar Capital Partners LP, a leading alternative asset manager, from September 2010 to February 2014. Prior to that, Mr. Wyatt worked at as an Associate / Analyst at The Goldman Sachs Group, Inc. (NYSE: GS), an investment bank, from July 2006 to September 2010. Mr. Wyatt earned a B.A. with honors from Tulane University, where he was a Georges R. Lurcy Scholar and served as President of the Tulane University Honor Board.

Item 5. Interest in Securities of the Issuer.

Items 5(a) – (c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 16,168,892 Shares outstanding, which is the total number of Shares outstanding as of January 31, 2022, as reported in the Issuer’s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 2, 2022.

A. Donerail

- (a) As of the close of business on March 22, 2022, Donerail beneficially owned 860,816 Shares, including 275,000 Shares underlying call options currently exercisable.

Percentage: Approximately 5.3%
- (b)
 - 1. Sole power to vote or direct vote: -0-
 - 2. Shared power to vote or direct vote: 860,816
 - 3. Sole power to dispose or direct the disposition: -0-
 - 4. Shared power to dispose or direct the disposition: 860,816
- (c) The transactions in the securities of the Issuer by Donerail on behalf of the Donerail Fund since the filing of Amendment No. 8 to the Schedule 13D are set forth in Schedule B and are incorporated herein by reference.

B. Mr. Wyatt

- (a) Mr. Wyatt, as the Managing Partner of Donerail, may be deemed the beneficial owner of the 860,816 Shares beneficially owned by Donerail, including 275,000 Shares underlying call options currently exercisable.

Percentage: Approximately 5.3%
- (b)
 - 1. Sole power to vote or direct vote: -0-
 - 2. Shared power to vote or direct vote: 860,816
 - 3. Sole power to dispose or direct the disposition: -0-
 - 4. Shared power to dispose or direct the disposition: 860,816
- (c) Mr. Wyatt has not entered into any transactions in the securities of the Issuer since the filing of Amendment No. 8 to the Schedule 13D.

E. HFA

- (a) HFA, in its capacity as “filing adviser” with supervisory control of Donerail, may be deemed the beneficial owner of the 860,816 Shares beneficially owned by Donerail, including 275,000 Shares underlying call options currently exercisable.

Percentage: Approximately 5.3%
- (b)
 - 1. Sole power to vote or direct vote: -0-
 - 2. Shared power to vote or direct vote: 860,816
 - 3. Sole power to dispose or direct the disposition: -0-
 - 4. Shared power to dispose or direct the disposition: 860,816
- (c) HFA has not entered into any transactions in the securities of the Issuer since the filing of Amendment No. 8 to the Schedule 13D.

F. HMC

- (a) HMC, in its capacity as managing member of the general partner of Donerail, may be deemed the beneficial owner of the 860,816 Shares beneficially owned by Donerail, including 275,000 Shares underlying call options currently exercisable.

Percentage: Approximately 5.3%

- (a)
 - 1. Sole power to vote or direct vote: -0-
 - 2. Shared power to vote or direct vote: 860,816
 - 3. Sole power to dispose or direct the disposition: -0-
 - 4. Shared power to dispose or direct the disposition: 860,816
- (b) HMC has not entered into any transactions in the securities of the Issuer since the filing of Amendment No. 8 to the Schedule 13D.

G. SCW Capital

- (a) As of the close of business on March 22, 2022, SCW Capital beneficially owned 344,029 Shares.

Percentage: Approximately 2.1%

- (b)
 - 1. Sole power to vote or direct vote: -0-
 - 2. Shared power to vote or direct vote: 344,029
 - 3. Sole power to dispose or direct the disposition: -0-
 - 4. Shared power to dispose or direct the disposition: 344,029
- (c) The transactions in the securities of the Issuer by SCW Capital during the past 60 days are set forth in Schedule B and are incorporated herein by reference.

H. SCW QP

- (a) As of the close of business on March 22, 2022, SCW QP beneficially owned 158,376 Shares.

Percentage: Less than 1%

- (b)
 - 1. Sole power to vote or direct vote: -0-
 - 2. Shared power to vote or direct vote: 158,376
 - 3. Sole power to dispose or direct the disposition: -0-
 - 4. Shared power to dispose or direct the disposition: 158,376
- (c) The transactions in the securities of the Issuer by SCW QP during the past 60 days are set forth in Schedule B and are incorporated herein by reference.

I. SCW Management

- (a) SCW Management, as the investment manager to the SCW Funds, may be deemed the beneficial owner of the 344,029 Shares beneficially owned by SCW Capital and the 158,376 Shares beneficially owned by SCW QP.

Percentage: Approximately 3.1%

- (b)
 1. Sole power to vote or direct vote: -0-
 2. Shared power to vote or direct vote: 502,405
 3. Sole power to dispose or direct the disposition: -0-
 4. Shared power to dispose or direct the disposition: 502,405
- (c) SCW Management has not entered into any transactions in the securities of the Issuer during the past 60 days.

J. Trinity

- (a) Trinity, as the general partner of the SCW Funds and SCW Management, may be deemed the beneficial owner of the 344,029 Shares beneficially owned by SCW Capital and the 158,376 Shares beneficially owned by SCW QP.

Percentage: Approximately 3.1%

- (b)
 1. Sole power to vote or direct vote: -0-
 2. Shared power to vote or direct vote: 502,405
 3. Sole power to dispose or direct the disposition: -0-
 4. Shared power to dispose or direct the disposition: 502,405
- (c) Trinity has not entered into any transactions in the securities of the Issuer during the past 60 days.

K. Mr. Cathey

- (a) As of the close of business on March 22, 2022, Mr. Cathey beneficially owned 508,405 Shares, including (i) 6,000 Shares beneficially owned directly, (ii) 344,029 Shares beneficially owned by SCW Capital and (iii) 158,376 Shares beneficially owned by SCW QP.

Percentage: Approximately 3.1%

- (b)
 1. Sole power to vote or direct vote: 6,000
 2. Shared power to vote or direct vote: 502,405
 3. Sole power to dispose or direct the disposition: 6,000
 4. Shared power to dispose or direct the disposition: 502,405
- (c) The transactions in the securities of the Issuer by Mr. Cathey during the past 60 days are set forth in Schedule B and are incorporated herein by reference.

Each of the Reporting Persons may be deemed to be a member of a “group” with the other Reporting Persons for the purposes of Section 13(d)(3) of the Exchange Act, and such group may be deemed to beneficially own the 1,369,221 shares of Common Stock owned in the aggregate by all of the Reporting Persons, constituting approximately 8.5% of the outstanding Shares. The filing of this Amendment No. 9 to the Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer that he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he or it does not directly own.

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

Item 6 is hereby amended to add the following:

On March 21, 2022, the Reporting Persons into a Joint Filing and Solicitation Agreement (the “JFSA”) with certain of their affiliates and the Nominees (collectively, the “Group”), in which, among other things, the members of the Group agreed (a) to the extent required by applicable law, to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer, (b) to form the Group to solicit proxies or written consents for the election of the Nominees, or any other person(s) nominated by the Group (the “Solicitation”), (c) to provide notice to the Group’s legal counsel of all trading in the securities of the Issuer, which the members of the Group agreed not to do if such trade would result in the Group being required to make any regulatory filing without first providing prior notice to the other members of the Group, (d) that the Nominees will not transact in any securities of the Issuer without Donerail’s prior written consent, (e) that Donerail shall direct and approve all of the Group’s SEC filings, press releases and other communications, but shall provide notice to and a reasonable opportunity for SCW to review and comment on the foregoing, and that Donerail shall direct all communications with the Issuer, and (f) that Donerail will bear all expenses incurred in connection with the activities of the Group, including approved expenses incurred by any of the member of the Group in connection with the Solicitation, subject to certain limited exceptions.

On March 21, 2022, the Donerail Fund entered into letter agreements (the “Indemnification Agreements”) with each of the Nominees other than Mr. Wyatt pursuant to which the Donerail Fund has agreed to indemnify each such Nominee against claims arising from the solicitation of proxies from the Issuer’s stockholders in connection with the Annual Meeting and any related transactions. For the avoidance of doubt, such indemnification does not apply to any claims made against any such Nominee in his or her capacity as a director of the Issuer, if so elected.

Each of the Nominees other than Mr. Wyatt has granted Mr. Wyatt a power of attorney (the “POAs”) to execute certain SEC filings and other documents in connection with the solicitation of proxies from the Issuer’s stockholders.

Previously, the Donerail Fund sold short American-style exchange listed put options referencing an aggregate of 600,000 Shares, which had an exercise price of \$26.00 and expired on March 18, 2022. The Donerail Fund purchased American-style exchange listed put options referencing 600,000 Shares to cover its short position, as set forth on Schedule B, which is incorporated herein by reference, and, accordingly, the Donerail Fund no longer has any exposure to such put options.

Previously, the Donerail Fund purchased American-style exchange listed call options referencing an aggregate of 600,000 shares, which had an exercise price of \$28.00 and expired on March 18, 2022. These call options expired worthless pursuant to their terms and, accordingly, the Donerail Fund no longer has any exposure to such call options.

Previously, the Donerail Fund sold short American-style exchange listed call options referencing an aggregate of 600,000 shares, which had an exercise price of \$32.00 and expired on March 18, 2022. These call options expired worthless pursuant to their terms and, accordingly, the Donerail Fund no longer has any exposure to such call options.

Previously, the Donerail Fund purchased American-style exchange listed put options referencing an aggregate of 1,000,000 shares, which had an exercise price of \$12.00 and expired on March 18, 2022. These put options were sold as set forth on Schedule B, which is incorporated herein by reference, and, accordingly, the Donerail Fund no longer has any exposure to such put options.

The Donerail Fund has sold short American-style exchange listed put options referencing an aggregate of 600,000 Shares, which have an exercise price of \$26.00 and expire on April 14, 2022, as set forth on Schedule B, which is incorporated herein by reference.

The Donerail Fund has purchased American-style exchange listed call options referencing an aggregate of 275,000 Shares, which have an exercise price of \$26.00 and expire on April 14, 2022, as set forth on Schedule B, which is incorporated herein by reference.

The Donerail Fund has sold short American-style exchange listed call options referencing an aggregate of 275,000 Shares, which have an exercise price of \$30.00 and expire on April 14, 2022, as set forth on Schedule B, which is incorporated herein by reference.

The Donerail Fund has purchased American-style exchange listed put options referencing an aggregate of 1,000,000 Shares, which have an exercise price of \$12.00 and expire on April 14, 2022, as set forth on Schedule B, which is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibits:

- 99.1 Joint Filing and Solicitation Agreement, dated March 21, 2022.
- 99.2 Press Release and Letter to Shareholders, dated March 22, 2022.
- 99.3 Form of Indemnification Agreement.
- 99.4 Form of Power of Attorney.

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: March 22, 2022

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

SCW CAPITAL, LP

By: Trinity Investment Group, LLC, its general partner

By: /s/ Robert Cathey
Name: Robert Cathey
Title: Managing Member

SCW CAPITAL QP, LP

By: Trinity Investment Group, LLC, its general partner

By: /s/ Robert Cathey

Name: Robert Cathey

Title: Managing Member

SCW CAPITAL MANAGEMENT, LP

By: Trinity Investment Group, LLC, its general partner

By: /s/ Robert Cathey

Name: Robert Cathey

Title: Managing Member

TRINITY INVESTMENT GROUP, LLC

By: /s/ Robert Cathey

Name: Robert Cathey

Title: Managing Member

/s/ Robert Cathey

ROBERT CATHEY

SCHEDULE B**TRANSACTIONS IN SECURITIES OF THE ISSUER
SINCE THE FILING OF AMENDMENT NO. 8 TO THE SCHEDULE 13D**

<u>Nature of the Transaction</u>	<u>Securities Purchased/(Sold)</u>	<u>Price (\$)</u>	<u>Date of Purchase / Sale</u>
<u>THE DONERAIL GROUP LP</u> <u>(On behalf of the Donerail Fund)</u>			
Purchase of March 18, 2022 Put Options (\$26.00 Strike Price)	600,000	5.95000	03/18/2022
Short Sale of April 14, 2022 Put Options (\$26.00 Strike Price)	(600,000)	6.4000	03/18/2022
Sale of March 18, 2022 Put Options (\$12.00 Strike Price)	(1,000,000)	0.0500	03/18/2022
Purchase of April 14, 2022 Call Options (\$26.00 Strike Price)	275,000	0.7500	03/18/2022
Short Sale of April 14, 2022 Call Options (\$30.00 Strike Price)	(275,000)	0.1500	03/18/2022
Purchase of April 14, 2022 Put Options (\$12.00 Strike Price)	1,000,000	0.2750	03/18/2022

**TRANSACTIONS IN SECURITIES OF THE ISSUER
DURING THE PAST 60 DAYS**

<u>Nature of the Transaction</u>	<u>Securities Purchased/(Sold)</u>	<u>Price (\$)</u>	<u>Date of Purchase / Sale</u>
<u>SCW CAPITAL LP</u>			
Purchase of Common Stock	1,193	18.4176	01/21/2022
Purchase of Common Stock	2,203	18.4176	01/21/2022
Purchase of Common Stock	1,808	17.4974	01/24/2022
Purchase of Common Stock	3,338	18.5600	01/24/2022
Disposition of Common Stock ¹	(8,000)	0.0000	01/24/2022
Purchase of Common Stock	24	18.9667	01/27/2022
Purchase of Common Stock	45	18.5600	01/27/2022
Purchase of Common Stock	5,000	21.1139	02/07/2022
Purchase of Common Stock	5,000	21.5598	02/08/2022
Purchase of Common Stock	1,500	21.8738	02/09/2022
Purchase of Common Stock	43	23.0802	02/24/2022
Purchase of Common Stock	93	22.8575	02/24/2022
Purchase of Common Stock	7,500	22.0690	03/01/2022
Purchase of Common Stock	5,000	19.9229	03/03/2022
Purchase of Common Stock	2,500	19.0600	03/09/2022
Purchase of Common Stock	12,000	19.5200	03/09/2022
Purchase of Common Stock	4,420	19.0600	03/09/2022
Purchase of Common Stock	780	19.0128	03/11/2022
Purchase of Common Stock	5,000	18.0984	03/14/2022
Purchase of Common Stock	2,050	20.5383	03/18/2022
<u>SCW CAPITAL QP, LP</u>			
Purchase of Common Stock	530	18.4265	01/21/2022
Purchase of Common Stock	1,025	18.4176	01/21/2022
Purchase of Common Stock	801	17.4974	01/24/2022
Purchase of Common Stock	1,553	17.4974	01/24/2022
Acquisition of Common Stock ²	8,000	0.0000	01/24/2022
Purchase of Common Stock	10	19.5500	01/27/2022
Purchase of Common Stock	21	18.5600	01/27/2022
Purchase of Common Stock	23	23.2822	02/24/2022
Purchase of Common Stock	51	22.8576	02/24/2022
Purchase of Common Stock	4,603	19.9229	03/03/2022
Purchase of Common Stock	1,500	18.7095	03/04/2022
Purchase of Common Stock	5,000	19.2600	03/04/2022
Purchase of Common Stock	630	19.0659	03/09/2022
Purchase of Common Stock	2,450	19.0600	03/09/2022
Purchase of Common Stock	5,780	19.0400	03/10/2022
Purchase of Common Stock	1,090	20.5383	03/18/2022

¹ Represents an internal transfer of shares of Common Stock to SCW Capital QP, LP.

² Represents an internal transfer of shares of Common Stock from SCW Capital LP.

ROBERT CATHEY

Purchase of Common Stock	705	23.1500	02/17/2022
Purchase of Common Stock	12	23.1500	02/17/2022
Purchase of Common Stock	283	23.1500	02/17/2022
Purchase of Common Stock	195	22.8500	02/17/2022
Purchase of Common Stock	300	22.8500	02/17/2022
Purchase of Common Stock	3	22.8500	02/17/2022
Purchase of Common Stock	2	22.8500	02/17/2022
Purchase of Common Stock	999	23.0000	02/17/2022
Purchase of Common Stock	1	23.0000	02/17/2022
Purchase of Common Stock	100	21.4000	02/18/2022
Purchase of Common Stock	100	21.4000	02/18/2022
Purchase of Common Stock	50	21.4000	02/18/2022
Purchase of Common Stock	250	21.5000	02/18/2022
Purchase of Common Stock	29	21.6000	02/18/2022
Purchase of Common Stock	361	21.6000	02/18/2022
Purchase of Common Stock	1	21.6000	02/18/2022
Purchase of Common Stock	109	21.6000	02/18/2022
Purchase of Common Stock	500	22.1500	02/18/2022
Purchase of Common Stock	200	22.0000	02/23/2022
Purchase of Common Stock	700	22.0000	02/23/2022
Purchase of Common Stock	100	22.0000	02/23/2022
Purchase of Common Stock	975	22.1500	02/23/2022
Purchase of Common Stock	25	22.1500	02/23/2022

JOINT FILING AND SOLICITATION AGREEMENT

WHEREAS, certain of the undersigned are shareholders, direct or beneficial, of Turtle Beach Corporation, a Nevada corporation (the “Company”);

WHEREAS, the Donerail Master Fund LP, a Cayman Islands limited partnership, the Harbert Donerail Fund GP LLC, a Delaware limited liability company, the Donerail Group LP, a Delaware limited partnership, the Donerail Group GP LLC, a Delaware limited liability company, Harbert Fund Advisors, Inc., an Alabama corporation, Harbert Management Corporation, an Alabama corporation, and William Wyatt (collectively, “Donerail”) SCW Capital, LP, a Texas limited partnership, SCW Capital QP, LP, a Texas limited partnership, SCW Capital Management, LP, a Texas limited partnership, Trinity Investment Group, LLC, a Delaware limited liability company, and Robert Cathey (collectively, “SCW”), and Terry Jimenez, Kimberly Kreuzberger, Katherine Scherping, Brian Stech, and Michelle Wilson (collectively, the “Nominees”) wish to form a group for the purpose of seeking representation on the Board of Directors of the Company (the “Board”) at the 2022 annual meeting of shareholders of the Company (including any other meeting of shareholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof, the “Annual Meeting”) and for the purpose of taking all other action necessary to achieve the foregoing.

NOW, IT IS AGREED, this 21st day of March 2022 by the parties hereto:

1. In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), each of the undersigned (collectively, the “Group”) agrees to the joint filing on behalf of each of them of statements on Schedule 13D, and any amendments thereto, with respect to the securities of the Company, if applicable. Each member of the Group shall be responsible for the accuracy and completeness of his/her/its own disclosure therein, and is not responsible for the accuracy and completeness of the information concerning the other members, unless such member knows or has reason to know that such information is inaccurate.

2. So long as this Agreement is in effect, each of the undersigned shall provide written notice to Olshan Frome Wolosky LLP (“Olshan”), such notice to be given no later than four (4) hours after each such transaction, of (i) any of their purchases or sales of securities of the Company or (ii) any securities of the Company over which they acquire or dispose of beneficial ownership; *provided, however*, that each party agrees not to purchase or sell securities of the Company or otherwise increase or decrease its economic exposure to or beneficial ownership over the securities of the Company if it reasonably believes that, as a result of such action, the Group or any member thereof would be likely to be required to make any regulatory filing (including, but not limited to, a Schedule 13D amendment, Form 3 or Form 4 with the Securities and Exchange Commission (the “SEC”)) without using its reasonable efforts to give the other members of the Group who will be a party to such filing at least twelve (12) hours prior written notice; *provided, further*, that no party shall, without the prior consent of Donerail, buy, or increase any beneficial ownership over, any securities of the Company if, as a result of such action, the Group would beneficially own more than 9.99% of the Company’s common stock. For purposes of this Agreement, the term “beneficial ownership” shall have the meaning of such term set forth in Rule 13d-3 under the Exchange Act.

3. Notwithstanding the foregoing, so long as this Agreement is in effect, each of the Nominees agrees to provide Donerail advance written notice prior to effecting any purchase, sale, acquisition or disposal of any securities of the Company which he or she has, or would have, direct or indirect beneficial ownership so that Donerail has an opportunity to review the potential implications of any such transaction in the securities of the Company and pre-clear any such potential transaction in the securities of the Company by any of the Nominees. Each of the Nominees agrees that he or she shall not undertake or effect any purchase, sale, acquisition or disposal of any securities of the Company without the prior written consent of Donerail.

4. Each of the undersigned agrees to form the Group for the purpose of (i) soliciting proxies or written consents for the election of the persons nominated by the Group to the Board at the Annual Meeting, (ii) taking such other actions as the parties deem advisable, and (iii) taking all other action necessary or advisable to achieve the foregoing.

5. Donerail shall have the right to pre-approve all expenses incurred in connection with the Group's activities and agrees to pay directly all such pre-approved expenses; *provided, however*, that SCW agrees to pay all expenses incurred by it, including legal expenses, in connection with its review of this Agreement and any Communication (as defined below).

6. Each of the undersigned agrees that any filing with the SEC, press release, or communication (each, a "Communication") proposed to be made or issued by the Group or any member of the Group in connection with the Group's activities shall be as directed and first approved by Donerail, who shall provide notice to, and a reasonable opportunity for, SCW to review and comment upon any Communication, or any proposed agreement or negotiating position with respect to the Company. Donerail and SCW hereby agree to work in good faith to resolve any disagreement that may arise between or among them concerning decisions to be made, actions to be taken or statements to be made in connection with the Group's activities. The undersigned further agree that Donerail shall be the primary decision maker with respect to the content and timing of public or private communications and negotiating positions taken on behalf of the Group. Each of the undersigned hereto further agrees that any communication with the Company in connection with or related to the Group's activities shall be at Donerail's direction, and that the undersigned shall not participate in such communications with the Company on the Group's behalf without Donerail's prior written consent.

7. The relationship of the parties hereto shall be limited to carrying on the business of the Group in accordance with the terms of this Agreement. Such relationship shall be construed and deemed to be for the sole and limited purpose of carrying on such business as described herein. Nothing herein shall be construed to authorize any party to act as an agent for any other party, or to create a joint venture or partnership, or to constitute an indemnification. Nothing herein shall restrict any party's right to purchase or sell securities of the Company, as he/she/it deems appropriate, in his/her/its sole discretion, provided that all such sales are made in compliance with this Agreement and all applicable securities laws.

8. This Agreement may be executed in counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute but one and the same instrument, which may be sufficiently evidenced by one counterpart.

9. This Agreement is governed by and will be construed in accordance with the laws of the State of New York. In the event of any dispute arising out of the provisions of this Agreement or their investment in the Company, the parties hereto consent and submit to the exclusive jurisdiction of the Federal and State Courts in the State of New York.

10. The parties' rights and obligations under this Agreement (other than the rights and obligations set forth in Section 5 and Section 9 which shall survive any termination of this Agreement) shall terminate immediately after the conclusion of the activities set forth in Section 4 or as otherwise agreed to by the parties. Any party hereto may terminate his/her/its obligations under this Agreement on 24 hours' written notice to all other parties, with a copy by fax or email to Andrew Freedman at Olshan: Fax No. (212) 451-2222; email: afreedman@olshanlaw.com.

11. Each Party acknowledges that Olshan shall act as counsel for both the Group and Donerail relating to their investment in the Company.

12. The terms and provisions of this Agreement may not be modified, waived or amended without the written consent of each of the parties hereto.

13. Each of the undersigned Parties hereby agrees that this Agreement shall be filed as an exhibit to any Schedule 13D required to be filed under applicable law pursuant to Rule 13d-1(k)(1)(iii) under the Exchange Act.

[Signature page follows]

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed as of the day and year first above written.

THE DONERAIL MASTER FUND LP

By: The Donerail Group LP, its investment manager

By: /s/ William Wyatt

Name: William Wyatt

Title: Managing Partner

THE HARBERT DONERAIL FUND GP LLC

By: /s/ William Wyatt

Name: William Wyatt

Title: Senior Managing Director

THE DONERAIL GROUP LP

By: /s/ William Wyatt

Name: William Wyatt

Title: Managing Partner

THE DONERAIL GROUP GP LLC

By: /s/ John McCullough

Name: John McCullough

Title: Authorized Signatory

/s/ William Wyatt

WILLIAM WYATT

Individually and as attorney-in-fact for

Terry Jimenez, Kimberly Kreuzberger, Katherine L. Scherping, Brian Stech and Michelle D. Wilson

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

SCW CAPITAL, LP

By: Trinity Investment Group, LLC, its general partner

By: /s/ Robert Cathey

Name: Robert Cathey

Title: Managing Member

SCW CAPITAL QP, LP

By: Trinity Investment Group, LLC, its general partner

By: /s/ Robert Cathey

Name: Robert Cathey

Title: Managing Member

SCW CAPITAL MANAGEMENT, LP

By: Trinity Investment Group, LLC, its general partner

By: /s/ Robert Cathey

Name: Robert Cathey

Title: Managing Member

TRINITY INVESTMENT GROUP, LLC

By: /s/ Robert Cathey

Name: Robert Cathey

Title: Managing Member

/s/ Robert Cathey

ROBERT CATHEY

The Donerail Group Nominates Full Slate of Highly Qualified Director Candidates For Election at Turtle Beach Corporation's 2022 Annual Meeting

Announces Formation of 8.5% Shareholder Group with SCW Capital Management LP

Unveils an Experienced and Qualified Slate With a Vision for Turning Around Turtle Beach

Urges Board to Adopt Universal Proxy Card, a Widely-Accepted Governance Best Practice, for the 2022 Annual Meeting

Launches www.ResetTurtleBeach.com for Updates on Donerail's Campaign for Change

Business Wire

LOS ANGELES -- March 22, 2022

The Donerail Group LP (together with its affiliates, "Donerail", "we" or "us"), one of the largest shareholders of Turtle Beach Corporation (NASDAQ: HEAR) ("Turtle Beach" or the "Company"), today issued the below letter to shareholders regarding its nomination of a full slate of six highly qualified and independent candidates for election to the Company's Board of Directors (the "Board") at the 2022 Annual Meeting of Shareholders (the "Annual Meeting"):

Fellow Shareholders,

It is clear to us that wholesale change is urgently needed in Turtle Beach's boardroom in order to catalyze enhanced value creation. For far too long, shareholders have seen the current Board preside over chronic underperformance, dismal operating results, poor capital allocation and weak corporate governance. The Board has allowed management to eschew value creation opportunities while failing to execute on a straight-forward operating plan and consistently misallocating capital. With Turtle Beach's shares down approximately 60% since the current management took over eight years ago, this much is clear: **Turtle Beach Needs a Reset.**

Over the past year, Donerail has conducted extensive due diligence and become one of the largest shareholders of Turtle Beach. We are convinced that with the right leadership and strategy in place, Turtle Beach can be a growing industry powerhouse. Unfortunately, we have grown deeply concerned with the Board's willful ignorance of its fiduciary obligations and are rightfully skeptical of management's ability to change the Company's downward trajectory. Our lack of faith has only increased after interactions with other shareholders, who also seem to have lost all confidence in the Company's leadership. As such, we have taken the extraordinary step of nominating a full slate of independent director candidates for election to the Board at the upcoming Annual Meeting.

We have invested significant time and resources recruiting a world-class slate that can bring the right skills and perspectives to the Board. These individuals are not only well-suited to implement a reset at Turtle Beach and better navigate the industry, but they also understand the tenets of sound corporate governance. Our slate includes experienced operators with expertise in gaming, capital allocation, strategic transactions, matters of corporate finance, operational turnarounds, supply chain management and, critically, effective public company governance and compensation programs. Biographies for each of our nominees are included in this letter.

With the help of these nominees and our network of consultants and advisors, we have also developed an operating plan that we believe would properly maximize the value of Turtle Beach's unique set of assets and allow for equity value creation performance at least on par with (and hopefully surpassing) its best-in-class competitors. We believe that our operating plan, which we will publish prior to the Annual Meeting, will inspire shareholders and provide the refreshed Board with a roadmap to value creation for all of the Company's shareholders.

In addition to announcing our slate of director nominees, we are pleased to announce that SCW Capital Management, LP ("SCW"), one of the largest shareholders of Turtle Beach, has joined our effort to effect change at the Company. SCW is a Dallas-based investment advisory firm focused on achieving long-term value creation through investments in domestic small and mid-cap companies. SCW is familiar with our nominees and plans for value creation and believes in the turnaround opportunity at Turtle Beach and our candidates' ability to create change. In addition to SCW, we have been humbled by the number of shareholders that have proactively reached out to praise our efforts to turn around Turtle Beach, and we encourage any Turtle Beach shareholder to contact us with thoughts and views on value creation.

Furthermore, we are requesting that the Board adopt a universal proxy card ("Universal Proxy") for the 2022 Annual Meeting. The Universal Proxy is widely viewed as a best practice in contested elections, as it offers shareholders the ability to vote for their preferred mix of director candidates. In November 2021, the U.S. Securities and Exchange Commission voted to adopt Universal Cards for contested elections, claiming that Universal Cards provided "an important aspect of shareholder democracy." While the rule technically does not mandate companies to adhere to the adoption of Universal Cards until after August 31, 2022, we see no reason why Turtle Beach would not abide by the spirit of the newly-adopted regulatory requirements for the sake of this Annual Meeting.

We look forward to continuing to engage with the Company's shareholders in the coming weeks and months. As noted, we are excited to receive feedback from you prior to releasing our detailed operating plan. In the meantime, please visit www.ResetTurtleBeach.com to learn more.

Best Regards,

/s/ William Z. Wyatt
William Z. Wyatt
Managing Partner
The Donerail Group LP

DONERAIL'S SIX NOMINEES

Terry Jimenez

Mr. Jimenez has an extensive background in operational turnarounds, M&A transactions, and capital allocation. We believe he has the right background to help management establish a new strategic plan that pursues greater operational efficiency, more aligned executive compensation and a properly optimized balance sheet

- Mr. Jimenez served as Chief Executive Officer, President and member of the Board of Directors at Tribune Publishing Company (NASDAQ: TPCO) a diversified media company with \$1 billion in annual revenue
- Prior to Tribune Publishing, he was a Partner within IBM's Global Business Services division
- He was a member of the Board of Directors for Tribune Publishing Company, BestReviews (served as Chairman) and not-for-profit board of the News Media Alliance. Mr. Jimenez is currently on the boards of Ronald McDonald House Charities of Chicagoland/NW Indiana and Northern Illinois University School of Business

Michelle Wilson

Ms. Wilson possesses business and financial planning expertise and extensive executive-level experience in marketing, strategy and operations across a variety of consumer brands and sectors

- Ms. Wilson is a leading sports and entertainment C-Suite executive and previously served as Co-President and Board Member of World Wrestling Entertainment Inc. (NYSE: WWE), leading the company through transformative change and building a multi-platform media enterprise worth more than \$5 billion
- She co-founded Isos Capital Management in 2021 and served as Co-CEO of Isos Acquisition Corporation, a special purpose acquisition company, that completed a business combination with Bowlero Corp. (NYSE: BOWL) in a \$2.6 billion transaction and currently sits on the Bowlero Corp. Board of Directors
- Previously, Ms. Wilson served as Chief Marketing Officer of the United States Tennis Association, oversaw all marketing efforts for the launch of the original XFL, held brand management positions at the NBA and Nabisco, and was named one of the 10 Most Powerful Women in Sports

Katie Scherping

Mrs. Scherping has demonstrated a successful track record of exhibiting best-in-class corporate governance policies, leading companies through transformative growth initiatives, and shepherding companies through M&A

- Mrs. Scherping is a former board member, audit committee chair, and member of the nominating and governance committee of Papa Murphy's (Nasdaq: FRSH) take-n-bake pizza until Papa Murphy's acquisition by MTY Food Group Inc. in May 2019
-

- Mrs. Scherping recently retired as the CFO of National Cinemedia, Inc. (Nasdaq: NCMI) and was formerly CFO of Red Robin Gourmet Burgers (Nasdaq: RRGB), a casual dining restaurant chain, where she was responsible for the finance and accounting functions, investor relations, and information technology. She also has over 18 years of experience in executive financial leadership roles and has received multiple awards for her outstanding accomplishments
- She is a financial expert with more than 38 years of finance, accounting and managerial experience

Brian Stech

Mr. Stech is a former executive of a major competitor of Turtle Beach, SteelSeries, and brings much needed operational expertise in the gaming peripherals space to Donerail's slate. He has diverse M&A, turnaround, and leadership experience in global sales, marketing, product and general management roles

- Mr. Stech is currently the CEO of Vinci Brands, a privately-held global leader of consumer tech solutions, and was previously the CEO of Incipio Group
- Previously, he was President of SteelSeries, a leading global gaming peripherals and esports business that recently was acquired by GN Store Nord in October 2021
- Mr. Stech was also President of ZAGG, Inc. (NASDAQ: ZAGG), a global leader in accessories that empower mobile lifestyles
- Many Vinci, Incipio Group, ZAGG and SteelSeries brands and products are sold in the same retail partners as Turtle Beach

William Wyatt

Mr. Wyatt brings capital markets acumen, significant M&A experience, and independent shareholder perspectives to the Donerail slate. He has worked in the financial services industry for over 15 years and has served as both an institutional investor and investment banker. We believe he has the right background to help the Board pursue and evaluate all paths to maximizing value for shareholders

- Mr. Wyatt is the Managing Partner of The Donerail Group LP, an investment management firm, with more than 15 years of experience advising and investing in companies in the retail and consumer sectors
- Prior to Donerail, he was a Portfolio Manager at Starboard Value LP, a New York-based investment adviser, where he served as the Head of Event Driven Investments
- Mr. Wyatt also served in a variety of investment and leadership roles at Emperyean Capital, Magnetar Capital and Goldman Sachs

Kimberly Kreuzberger

Mrs. Kreuzberger has spent most of her career marketing consumer brands and brings a wealth of knowledge around creatively selling legacy lifestyle brands

- Mrs. Kreuzberger founded Pivot Projects, a full-service business partner for celebrity talent. Pivot builds impactful storytelling platforms by offering marketing, e-commerce and operating services to new and existing talent led brands
 - Prior to Pivot Project, she was Chief Revenue Officer of goop, a wellness and lifestyle brand company founded by actress Gwyneth Paltrow. During her tenure, goop raised over \$100 million of funding, experienced hyper growth from 16 to 260+ employees and received a valuation exceeding \$300 million
 - She has extensive experience in growing consumer retail brands
-

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.

CERTAIN INFORMATION CONCERNING THE PARTICIPANTS

The Donerail Group, LP, a Delaware limited partnership ("Donerail"), together with the other participants named herein, intends to nominate director candidates and file a preliminary proxy statement and accompanying WHITE proxy card with the Securities and Exchange Commission ("SEC") to be used to solicit votes in connection with the 2022 annual meeting of stockholders of Turtle Beach Corporation, a Nevada corporation (the "Company").

DONERAIL STRONGLY ADVISES ALL SHAREHOLDERS OF THE COMPANY TO READ THE PROXY STATEMENT AND OTHER PROXY MATERIALS AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. SUCH PROXY MATERIALS WILL BE AVAILABLE AT NO CHARGE ON THE SEC'S WEB SITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). IN ADDITION, THE PARTICIPANTS IN THIS PROXY SOLICITATION WILL PROVIDE COPIES OF THE PROXY STATEMENT WITHOUT CHARGE, WHEN AVAILABLE, UPON REQUEST. REQUESTS FOR COPIES SHOULD BE DIRECTED TO THE PARTICIPANTS' PROXY SOLICITOR.

The participants in the proxy solicitation are anticipated to be Donerail, Donerail Master Fund LP, a Cayman Islands exempted limited partnership (the "Donerail Fund") the Harbert Donerail Fund GP LLC, a Delaware limited liability company ("Donerail Master GP"), the Donerail Group LP, a Delaware limited partnership ("Donerail Group"), the Donerail Group GP LLC, a Delaware limited liability company ("Donerail Group GP"), Harbert Fund Advisors, Inc., an Alabama corporation ("HFA"), Harbert Management Corporation, an Alabama corporation ("HMC"), William Wyatt, SCW Capital, LP, a Texas limited partnership ("SCW Capital"), SCW Capital QP, LP, a Texas limited partnership ("SCW QP"), SCW Capital Management, LP, a Texas limited partnership ("SCW Management"), Trinity Investment Group, LLC, a Delaware limited liability company ("Trinity"), Robert Cathey, Terry Jimenez, Kimberly Kreuzberger, Katherine L. Scherping, Brian Stech and Michelle D. Wilson.

As of the date hereof, Donerail Master Fund directly beneficially owns 860,816 shares of Common Stock, par value \$0.001 per share (the "Common Stock"), including 275,000 shares of Common Stock underlying call options currently exercisable. As the general partner of Donerail Master Fund, Donerail Master GP may be deemed to beneficially own the 860,816 shares of Common Stock directly beneficially owned by Donerail Master Fund. As the investment manager of Donerail Master Fund, Donerail Group may be deemed to beneficially own the 860,816 shares of Common Stock directly beneficially owned by Donerail Master Fund. As the general partner of Donerail Group, Donerail Group GP may be deemed to beneficially own the 860,816 shares of Common Stock directly beneficially owned by Donerail Master Fund. As a "filing adviser" with supervisory control of Donerail Group, HFA may be deemed to beneficially own the 860,816 shares of Common Stock directly beneficially owned by Donerail Master Fund. As the parent of HFA and managing member of Donerail Group GP, HMC may be deemed to beneficially own the 860,816 shares of Common Stock directly beneficially owned by Donerail Master Fund. As the Managing Partner of Donerail Group, which serves as the investment manager of Donerail Master Fund, Mr. Wyatt may be deemed to beneficially own the 860,816 shares of Common Stock owned directly by Donerail Master Fund. As of the date hereof, SCW Capital directly beneficially owns 344,029 shares of Common Stock. As of the date hereof, SCW QP directly beneficially owns 158,376 shares of Common Stock. As the investment manager to each of SCW Capital and SCW QP, SCW Management may be deemed to beneficially own the 502,405 shares of Common Stock beneficially owned in the aggregate by the SCW Funds. As the general partner of each of the SCW Funds and SCW Management, Trinity may be deemed to beneficially own the 502,405 shares of Common Stock beneficially owned in the aggregate by the SCW Funds. As of the date hereof, Mr. Cathey directly beneficially owns 6,000 shares of Common Stock. In addition, as the Principal of SCW Management and a Managing Member of Trinity, Mr. Cathey may be deemed to beneficially own the 502,405 shares of Common Stock beneficially owned in the aggregate by the SCW Funds. As of the date hereof, Messrs. Jimenez and Stech and Messes. Kreuzberger, Scherping and Wilson do not own beneficially or of record any securities of the Company.

Contact:

Longacre Square Partners

Charlotte Kiaie / Ashley Areopagita, 646-386-0091

ckiaie@longacresquare.com / aareopagita@longacresquare.com

THE DONERAIL MASTER FUND LP
c/o THE DONERAIL GROUP LP
240 26TH STREET
SUITE 3
SANTA MONICA, CA 90402

March 21, 2022

[Name of Nominee]
[Address]

Re: Turtle Beach Corporation

Dear [Nominee]:

Thank you for agreeing to serve as a nominee for election to the Board of Directors of Turtle Beach Corporation (the "Company") in connection with the proxy solicitation that the Donerail Master Fund LP and its affiliates (collectively, the "Donerail Group") are considering undertaking to nominate and elect directors at the Company's 2022 annual meeting of stockholders, or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (the "Donerail Group Solicitation"). Your outstanding qualifications, we believe, will prove a valuable asset to the Company and all of its stockholders. This letter ("Agreement") will set forth the terms of our agreement.

The members of the Donerail Group agree to jointly and severally indemnify and hold you harmless against any and all claims of any nature, whenever brought, arising from the Donerail Group Solicitation and any related transactions, irrespective of the outcome; provided, however, that you will not be entitled to indemnification for claims arising from your gross negligence, willful misconduct, intentional and material violations of law, criminal actions or material breach of the terms of this Agreement; provided further, that upon your becoming a director of the Company, this indemnification shall not apply to any claims made against you in your capacity as a director of the Company. This indemnification will include any and all losses, liabilities, damages, demands, claims, suits, actions, judgments, or causes of action, assessments, costs and expenses, including, without limitation, interest, penalties, reasonable attorneys' fees, and any and all reasonable costs and expenses incurred in investigating, preparing or defending against any litigation, commenced or threatened, any civil, criminal, administrative or arbitration action, or any claim whatsoever, and any and all amounts paid in settlement of any claim or litigation asserted against, resulting, imposed upon, or incurred or suffered by you, directly or indirectly, as a result of or arising from the Donerail Group Solicitation and any related transactions (each, a "Loss").

In the event you are notified or otherwise become aware of a claim against you pursuant to the prior paragraph or the occurrence of a Loss, you shall give the Donerail Group prompt written notice (including through electronic submission) of such claim or Loss (provided that failure to promptly notify the Donerail Group shall not relieve us from any liability which we may have on account of this Agreement, except to the extent we shall have been materially prejudiced by such failure). Upon receipt of such written notice, the Donerail Group will provide you with counsel to represent you. Such counsel shall be reasonably acceptable to you. In addition, you will be reimbursed promptly for all Losses suffered by you and as incurred as provided herein. The Donerail Group may not enter into any settlement of loss or claim without your consent unless such settlement includes a release of you from any and all liability in respect of such claim.

You hereby agree to keep confidential and not disclose to any party, without the consent of the Donerail Group, any confidential, proprietary or non-public information (collectively, "Information") of the Donerail Group or its affiliates which you have heretofore obtained or may obtain in connection with your service as a nominee hereunder. Notwithstanding the foregoing, Information shall not include any information that is publicly disclosed by the Donerail Group or its affiliates or any information that you can demonstrate is now, or hereafter becomes, through no act or failure to act on your part, otherwise generally known to the public.

Notwithstanding the foregoing, if you are required by applicable law, rule, regulation or legal process to disclose any Information you may do so provided that you first promptly notify the Donerail Group so that the Donerail Group or any member thereof may seek a protective order or other appropriate remedy or, in the Donerail Group's sole discretion, waive compliance with the terms of this Agreement. In the event that no such protective order or other remedy is obtained or the Donerail Group does not waive compliance with the terms of this Agreement, you may consult with counsel at the cost of the Donerail Group and you may furnish only that portion of the Information which you are advised by counsel is legally required to be so disclosed and you will request that the party(ies) receiving such Information maintain it as confidential.

All Information, all copies thereof, and any studies, notes, records, analysis, compilations or other documents prepared by you containing such Information, shall be and remain the property of the Donerail Group and, upon the request of a representative of the Donerail Group, all such Information shall be returned or, at the Donerail Group's option, destroyed by you, with such destruction confirmed by you to the Donerail Group in writing.

This Agreement shall be governed by the laws of the State of New York, without regard to the principles of the conflicts of laws thereof.

* * *

If you agree to the foregoing terms, please sign below to indicate your acceptance.

Very truly yours,

THE DONERAIL MASTER FUND LP

By: The Donerail Group LP

By: _____

Name:

Title:

ACCEPTED AND AGREED:

[NOMINEE]

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints William Wyatt the undersigned's true and lawful attorney-in-fact to take any and all action in connection with (i) the undersigned's beneficial ownership of, or participation in a group with respect to, securities of Turtle Beach Corporation (the "Company") directly or indirectly beneficially owned by Mr. Wyatt or any of his affiliates (collectively, the "Group") and (ii) any proxy solicitation of the Group to elect the Group's slate of director nominees to the board of directors of the Company at the 2022 annual meeting of stockholders of the Company (the "Solicitation"). Such action shall include, but not be limited to:

1. executing for and on behalf of the undersigned any Schedule 13D, and amendments thereto, filed by the Group that are required to be filed under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;
2. executing for and on behalf of the undersigned all Forms 3, 4 and 5 required to be filed under Section 16(a) of the Exchange Act and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;
3. executing for and on behalf of the undersigned all Joint Filing and Solicitation Agreements or similar documents pursuant to which the undersigned shall agree to be a member of the Group;
4. performing any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
5. taking any other action of any type whatsoever in connection with the Solicitation, including entering into any settlement agreement, that in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d), Section 16 or Section 14 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer a member of the Group unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st day of March 2022.

[NAME OF NOMINEE]