

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report: April 9, 2018
(Date of earliest event reported)

Turtle Beach Corporation

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

001-35465
(Commission File
Number)

27-2767540
(I.R.S. Employer
Identification Number)

11011 Via Frontera, Suite A/B
San Diego, California 92127
(Address of principal executive offices)

(858) 800-3718
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 pursuant to Section 13(a) of the Exchange Act.

Item 2.02 - Results of Operations and Financial Condition.

On April 9, 2018, Turtle Beach Corporation (the “Company”) issued a press release announcing selected preliminary results for its quarter ended March 31, 2018. A copy of that press release and the attached financial schedules are attached as Exhibit 99.1 to this report and incorporated herein by reference.

The information in this report (including Exhibit 99.1) is being furnished pursuant to Item 2.02 and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01 — Financial Statements and Exhibits**(d) Exhibits**

Exhibit No.	Description
<u>99.1</u>	Press Release of the Company, dated April 9, 2018.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TURTLE BEACH CORPORATION

Date: April 9, 2018

By: _____ /S/ JOHN T. HANSON

John T. Hanson
Chief Financial Officer, Treasurer and Secretary

**TURTLE BEACH REPORTS STRONG SELECTED PRELIMINARY
FIRST QUARTER 2018 RESULTS**

- Fortnite, PlayerUnknown's Battlegrounds Games and Market Share Gains Drive Further
Significant Increase in Q1 Results -

San Diego, CA - April 9, 2018 - Turtle Beach Corporation (NASDAQ: HEAR), a leading gaming headset and audio accessory company, is providing selected preliminary results for the first quarter ended March 31, 2018. Per share information reflects the Company's 1-for-4 reverse split effective April 6, 2018.

Based on preliminary unaudited information, Turtle Beach expects to report first quarter 2018 net revenue ranging between \$39.5 and \$40.5 million (prior guidance of approximately \$29 million), up 174%-181% compared to \$14.4 million in the first quarter of 2017.

Net income in the first quarter of 2018 is expected to range between \$(0.05) and \$0.03 per share (prior guidance of approximately \$(0.48) per share on a split-adjusted basis), up significantly compared to \$(0.81) per share in the first quarter of 2017 on a split-adjusted basis.

The Company expects adjusted EBITDA in the first quarter of 2018 to range between \$3.5 and \$4.5 million (prior guidance of \$(1.5) million), up significantly compared to \$(6.2) million in the first quarter of 2017.

"The strong start we experienced early in the first quarter has accelerated, further increasing our significant Q1 growth," said Juergen Stark, CEO, Turtle Beach. "The blockbuster releases of Fortnite and PlayerUnknown's Battlegrounds have helped fuel strong consumer demand, driving new gamers into the market and increasing headset attach rates. In parallel, we've gained additional market share resulting in substantial Q1 growth that exceeded healthy console headset market growth, translating into strong expected revenue and earnings growth, both relative to last year and our prior outlook.

"In fact, according to gaming console headset market data in NPD's North American video games update, year-to-date through February 2018 we grew our revenue share 640 basis points to 45.4% versus 39.0% in the same period in 2017. While the market was up 67% on a sell-through basis during the same time period, Turtle Beach was up 94%. The U.K. has shown similar trends, with our revenue share in the first three months of 2018 climbing to 55.8% from 42.5% in the same period in 2017.

"Turtle Beach has continued to outpace a healthy market with a product portfolio for every gamer, global distribution and retail partnerships, all supported by strong marketing and merchandising. We expect our first quarter results to enable further reduction in our debt over time and selective growth investments, setting the stage for a strong 2018."

Turtle Beach expects to update its full year outlook when it announces its first quarter 2018 earnings, which is expected to be released in early May.

Important Note on First Quarter 2018 Preliminary Estimates:

The financial information included herein for the first quarter of 2018 are preliminary, unaudited estimates and may change materially, including as a result of the finalization of financial statements for the Company's first quarter ended March 31, 2018, review of inventory levels that could require additional reserves, review of sales-related reserves, completion of review procedures performed by the Company's independent registered public accounting firm, and other factors and adjustments related to the Company's financial reporting process. The preceding estimates are based on the Company's internal estimates and information available as of the date hereof. There can be no assurance that our final results for the quarter will not differ from these estimates and that such changes will not be material; accordingly, these statements should not be viewed or relied upon as a substitute for complete financial statements to be prepared in accordance with generally accepted accounting principles (GAAP) and filed with the Securities and Exchange Commission or as a measure of our actual performance. The Company's final results for the first quarter of 2018 are expected to be released in early May.

With respect to the Company's preliminary, expected adjusted EBITDA in the first quarter of 2018, a reconciliation to net income has not been provided because certain reconciling items between adjusted EBITDA and net income cannot be reasonably and accurately predicted at this time without unreasonable effort and the investment of undue time, cost and other resources. Accordingly, the Company will include a reconciliation of non-GAAP measures to the related GAAP measure in the release reporting the Company's final results for the first quarter.

About Turtle Beach Corporation

Turtle Beach (www.turtlebeach.com) has been revolutionizing console multiplayer gaming since the very beginning with its wide selection of industry leading, award-winning gaming headsets. Whether you're a professional esports athlete, hardcore gamer, casual player, or just starting out, Turtle Beach has the gaming headset to help you truly master your skills. Innovative and advanced technology, amazing audio quality, clear communication, lightweight and comfortable designs, and ease-of-use are just a few features that have made Turtle Beach a fan-favorite brand for gamers the world over. Made for Xbox and PlayStation® consoles as well as for PC, Mac®, and mobile/tablet devices, having a Turtle Beach gaming headset in your arsenal gives you the competitive advantage. The Company's shares are traded on the NASDAQ Exchange under the symbol: [HEAR](#).

Cautionary Note on Forward-Looking Statements

This press release includes forward-looking information and statements within the meaning of the federal securities laws. Except for historical information contained in this release, statements in this release may constitute forward-looking statements regarding assumptions, projections, expectations, targets, intentions, or beliefs about future events. Statements containing the words "may", "could", "would", "should", "believe", "expect", "anticipate", "plan", "estimate", "target", "project", "intend" and similar expressions constitute forward-looking statements. Forward-looking statements involve known and unknown risks and uncertainties, which could cause actual results to differ materially from those contained in any forward-looking statement. Forward-looking statements are based on management's current belief, as well as assumptions made by, and information currently available to, management.

While the Company believes that its expectations are based upon reasonable assumptions, there can be no assurances that its goals and strategy will be realized. Numerous factors, including risks and uncertainties, may affect actual results and may cause results to differ materially from those expressed in forward-looking statements made by the Company or on its behalf. Some of these factors include, but are not limited to, the risk that changes to these preliminary results will be required as a result of completing the financial reporting closing process and financial audit, risks related to the Company's liquidity, the substantial uncertainties inherent in the acceptance of existing and future products, the difficulty of commercializing and protecting new technology, the impact of competitive products and pricing, general business and economic conditions, risks associated with the expansion of our business including the implementation of any businesses we acquire, our indebtedness, the Company's continued listing on the Nasdaq, and other factors discussed in our public filings, including the risk factors included in the Company's most recent Annual Report on Form 10-K, Quarterly Report on Form 10-Q, and the Company's other periodic reports. Except as required by applicable law, including the securities laws of the United States and the rules and regulations of the Securities and Exchange Commission, the Company is under no obligation to publicly update or revise any forward-looking statement after the date of this release whether as a result of new information, future developments, or otherwise.

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