

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 (Date of earliest event reported): June 1, 2012

**Parametric Sound Corporation**

(Exact name of registrant as specified in its charter)

**Nevada**

**000-54020**

**27-2767540**

(State or Other Jurisdiction of Incorporation)

(Commission File Number)

(I.R.S. Employer Identification No.)

**13125 Danielson Street, #110**  
**Poway, California 92064**  
(Address of Principal Executive Offices)

**888-477-2150**

(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 240.14.a-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))

## Item 8.01. Other Events

On June 5, 2012, Parametric Sound Corporation (the "Company") issued a press release announcing a letter of intent ("LOI") to license the Company's HyperSound™ technology to Epsilon Electronics, Inc. ("Epsilon"). Under the non-binding LOI dated May 30, 2012 and executed on June 1, 2012 the Company and Epsilon have agreed on the principal terms intended to be reflected in a binding, definitive license and manufacturing agreement ("Definitive Agreement") targeted for completion this month.

The LOI specifies that the principal terms and conditions of the Definitive Agreement will include an initial limited six-month license for Epsilon at its cost to design, develop, prototype and test consumer products using the Company's HyperSound technology. Upon approval of product prototypes and satisfaction of other conditions, a three-year supplemental license to manufacture and sell approved products is scheduled to commence after the initial six month period, with renewal rights based upon satisfaction of minimum performance standards and milestones. The license and the supplemental license will be non-exclusive except within the aftermarket automotive industry in which the supplemental license will be exclusive for two years, subject to certain minimum performance standards.

The LOI specifies that the license fee for the initial six-month license is \$250,000 and the license fee for the supplemental license is \$750,000, plus an ongoing royalty license fee of 15% of net sales of licensed products. The above specified initial and supplemental license fees are earned and paid upon commencement of the license term, subject to offset relative to future royalties under the supplemental license.

The press release is included as Exhibit 99.1 to this Current Report on Form 8-K, incorporated by reference herein, and the description of the press release is qualified in its entirety by reference to such Exhibit.

## Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release dated June 5, 2012

## SIGNATURES

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 thereunto duly authorized.

Parametric Sound Corporation

By: /s/ James A. Barnes

James A. Barnes

Chief Financial Officer, Treasurer and Secretary

Date: June 5, 2012

**FOR IMMEDIATE RELEASE****PARAMETRIC SOUND SIGNS LETTER OF INTENT TO LICENSE HYPERSOUND™ TECHNOLOGY TO EPSILON ELECTRONICS**

POWAY, California, June 5, 2012 – **Parametric Sound Corporation** (Nasdaq: PAMT), a leading innovator of directed audio products and solutions, today announced that it has signed a Letter of Intent with Epsilon Electronics. The letter specifies the principal terms of a definitive license and manufacturing agreement including expected up-front licensing fees and ongoing product royalties.

Epsilon is one of the world's largest manufacturers of aftermarket audio and video products for automobiles, with distribution in over 70 countries. While a number of consumer products are anticipated to be developed and introduced under the planned agreement, the arrangement will be non-exclusive except for after-market automobile products for which Epsilon retains two-year exclusivity rights subject to certain conditions.

"Parametric Sound's IP licensing strategy is structured to enable companies such as Epsilon Electronics to offer innovative new products and applications utilizing directed sound," said Kenneth F. Potashner, executive chairman of Parametric Sound. "We look forward to a long term relationship with Epsilon."

"New, disruptive audio technologies are becoming increasingly important in home and automotive consumer products," said Jack Rochel, president of Epsilon Electronics. "We look forward to working with Parametric, and believe this partnership enables our brands to provide advanced solutions to our global customer base."

**About Parametric Sound Corporation**

Parametric Sound Corporation is a pioneering innovator of directed audio solutions. With a substantial body of intellectual property, Parametric Sound is the foremost authority in the application of acoustic technology to beam sound to target a specific listening area without the ambient noise of traditional speakers. Recent innovations produce a distinctive 3D audio image from just two speakers opening opportunities for 3D sound solutions for computers and entertainment. For more information, visit [www.parametricsound.com](http://www.parametricsound.com).

**About Epsilon Electronics Corporation**

Epsilon Electronics, Inc. manufactures and markets audio and video systems specially for automobiles under the brands Fahrenheit, Soundstream and Power Acoustik. The company offers DVD (Digital Video Disc) players, Bluetooth systems, ceiling mount monitors, MultiProcessor Interrupt Controller (MPIC), video accessories, speakers, amplifiers and sound processors. Epsilon Electronics, Inc. was founded in 1981 and is based in Montebello, California.

**Cautionary note on forward-looking statements**

This press release includes forward-looking information and statements. Except for historical information contained in this release, statements in this release, including those by Mr. Potashner, may constitute forward-looking statements regarding our assumptions, projections, expectations, targets, intentions or beliefs about future events that are based on management's 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 the Company's goals and strategy will be realized. Numerous factors, including risks and uncertainties, may affect the Company's actual results and may cause results to differ materially from those expressed in forward-looking statements made by or on behalf of the Company. Some of these factors include the acceptance of new Parametric Sound products and technologies, the impact of competitive products and pricing, the timely development and release of products by the Company, general business and economic conditions, and other factors detailed in the Company's Annual Report on Form 10-K and other periodic reports filed with the SEC. Parametric Sound Corporation specifically disclaims any obligation to update or revise any forward-looking statement whether as a result of new information, future developments or otherwise.

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