

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Hanson John T</u>			2. Issuer Name and Ticker or Trading Symbol <u>Turtle Beach Corp [ HEAR ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CFO, Treasurer and Secretary</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/16/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O TURTLE BEACH CORPORATION 11011 VIA FRONTERA, SUITE A/B			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) SAN DIEGO CA 92127								
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/16/2019		M		3,333	A	(1)	8,233	D	
Common Stock	08/16/2019		F		1,479 <sup>(2)</sup>	D	\$9.16	6,754	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(3)	08/16/2019		M			3,333	(4)	(4)	Common Stock	3,333	\$0.00	6,667	D	
Restricted Stock Units	(3)							(5)	(5)	Common Stock	20,000		20,000	D	
Stock Option (Right to Buy)	\$16.52							(6)	11/29/2024	Common Stock	1,146		1,146	D	
Stock Option (Right to Buy)	\$7.24							(6)	05/29/2025	Common Stock	6,250		6,250	D	
Stock Option (Right to Buy)	\$4.64							(7)	04/04/2026	Common Stock	8,630		8,630	D	
Stock Option (Right to Buy)	\$2.04							(8)	11/13/2027	Common Stock	26,513		26,513	D	
Stock Option (Right to Buy)	\$3.12							(9)	04/11/2028	Common Stock	29,391		29,391	D	
Stock Option (Right to Buy)	\$12.1							(10)	04/01/2029	Common Stock	40,000		40,000	D	

**Explanation of Responses:**

- Restricted stock units were converted into common stock on a one-for-one basis.
- Represents shares withheld to satisfy tax withholding obligations upon the vesting of the shares of restricted stock awarded to the Reporting Person.
- The securities are restricted stock units representing a contingent right to receive one share of Turtle Beach Corporation common stock, or cash with a value equal to the fair market value of the underlying common stock, or a combination thereof.
- On August 16, 2018 the reporting person was granted 10,000 restricted stock units, with one-third of the underlying shares vesting on the first anniversary of the grant date and with the remainder of the

restricted stock units vesting in eight equal quarterly installments thereafter.

5. One-quarter of these restricted stock units will vest annually, beginning on April 1, 2020, so that the restricted stock units will become fully vested on April 1, 2023.

6. All options were exercisable as of the date of this Form 4.

7. These shares are scheduled to vest in equal monthly installments until April 4, 2020.

8. These shares are scheduled to vest in equal monthly installments until November 13, 2021.

9. One-quarter of the options vested on April 11, 2019, with the remainder vesting with respect to 1/48 of the underlying shares each month thereafter.

10. One-quarter of the options will vest on April 1, 2020, with the remainder vesting with respect to 1/48 of the underlying shares each month thereafter.

**Remarks:**

/s/John T. Hanson

08/19/2019

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**