
**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): December 24, 2013

Parametric Sound Corporation
(Exact name of registrant as specified in its charter)

Nevada
(State or Other Jurisdiction of Incorporation)

000-54020
(Commission File Number)

27-2767540
(I.R.S. Employer Identification No.)

**13771 Danielson Street, Suite L
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))
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Item 3.01 Transfer of Listing.

(d) On October 22, 2013, Parametric Sound Corporation (“Parametric”) submitted to The NASDAQ Stock Market LLC (“NASDAQ”) an initial listing application with respect to the continued listing of Parametric common stock on The NASDAQ Capital Market, as required by NASDAQ Stock Market Rule 5110(a) as a result of the transactions contemplated by the Agreement and Plan of Merger dated August 5, 2013 among Parametric, VTB Holdings, Inc. and Paris Acquisition Corp. (the “merger agreement”), which provide for a business combination with a non-NASDAQ entity that will result in a change in control of Parametric.

On December 24, 2013, Parametric notified NASDAQ that it wished for its common stock to be listed on The NASDAQ Global Market instead of The NASDAQ Capital Market following the closing under the merger agreement. On that same day, NASDAQ’s Staff informed Parametric that its application to list its common stock on The NASDAQ Global Market was approved.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As contemplated by the merger agreement and the proxy statement filed with the SEC on December 3, 2013 (the “proxy statement”), on December 27, 2013, following the Special Meeting (defined below):

- Messrs. Honore, Kaplan and Norris delivered to the Secretary of Parametric written resignations from Parametric’s board of directors, which resignations are in each case contingent and effective upon the completion of the merger contemplated by the merger agreement (the “merger”);
- Mr. Potashner delivered to the Secretary of Parametric a written resignation from the position of Executive Chairman, contingent and effective upon the completion of the merger;
- Mr. Norris delivered to the Secretary of Parametric a written resignation from the position of President contingent and effective upon the completion of the merger; and
- Mr. Barnes delivered to the Secretary of Parametric a written resignation from the positions of Chief Financial Officer, Treasurer and Secretary, contingent and effective upon the completion of the merger.

Messrs. Potashner and Wolfe have been designated by Parametric to continue to serve on Parametric’s board of directors following the merger, and will comprise two of the seven initial post-merger directors on a nine-person board of directors; Turtle Beach has the right to designate the other five directors.

Messrs. Norris and Barnes are also anticipated to remain employed by Parametric following the merger, at least for a transition period, in roles and on terms yet to be determined.

Forward-Looking Statements:

This Current Report on Form 8-K contains forward-looking statements, such as references to completion of the merger, the composition of the Parametric board of directors following the merger and the continuation of service by certain individuals to Parametric following the merger. These statements, including their underlying assumptions, are subject to risk and uncertainties and are not guarantees of future performance. Results may differ due to various factors. For further details of these risks, you should read our filings with the SEC, including the proxy statement and the “Risk Factors” section therein and our most recent Form 10-K for the fiscal year ended September 30, 2013.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On December 27, 2013, at a special meeting (the “Special Meeting”) of stockholders of Parametric, Parametric’s stockholders approved the issuance of Parametric common stock, par value \$0.001 per share, in connection with the merger agreement and the corresponding change of control of Parametric (referred to as the “merger proposal”). At the Special Meeting, Parametric’s stockholders also approved (i) on an advisory (non-binding) basis, specified compensation that may become payable to the named executive officers of Parametric in connection with the merger, (ii) the Parametric Sound Corporation 2013 Stock-Based Incentive Compensation Plan and (iii) the Parametric Sound Corporation Annual Incentive Bonus Plan. Finally, the proposal to adjourn the Special Meeting to a later date, if necessary or appropriate, to solicit additional proxies if there were insufficient votes at the time of the Special Meeting to approve the merger proposal was not submitted for a vote. Each proposal submitted for a vote at the Special Meeting was approved by the affirmative vote of the holders of a majority of the votes cast on such proposal, excluding abstentions.

6,837,321 shares of Parametric common stock were entitled to be voted at the Special Meeting, of which 4,012,274 shares, or approximately 59 % of the issued and outstanding shares, were represented either in person or by proxy. The final voting results with respect to each proposal are set forth below.

Proposal 1: Parametric’s stockholders approved the merger proposal. Votes cast were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
3,801,508	198,488	12,278	-0-

Proposal 2: Parametric’s stockholders approved, on an advisory (non-binding) basis, specified compensation that may become payable to the named executive officers of Parametric in connection with the merger. Votes cast were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
3,281,735	692,539	38,000	-0-

Proposal 4: Parametric’s stockholders approved the Parametric Sound Corporation 2013 Stock-Based Incentive Compensation Plan. Votes cast were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
3,342,049	636,507	33,718	-0-

Proposal 5: Parametric’s stockholders approved the Parametric Sound Corporation Annual Incentive Bonus Plan. Votes cast were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
3,824,468	145,598	42,208	-0-

Item 8.01 Other Events.

On December 27, 2013, Parametric issued a press release announcing the approval of the merger proposal by its stockholders and the approval by The NASDAQ Stock Market for the listing of its shares of common stock on The NASDAQ Global Market post-merger. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated December 27, 2013

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

Dated: December 30, 2013

By: /s/ James A. Barnes
James A. Barnes
Chief Financial Officer, Treasurer and Secretary

**Parametric Sound Announces Stockholder Approval of
Merger with Turtle Beach**

Receives Approval for NASDAQ Global Market Listing Effective on Merger

SAN DIEGO, California, December 27, 2013 – Parametric Sound Corporation (NASDAQ: PAMT), a leading innovator of audio technology and solutions, announced today that, at a special meeting of stockholders held on December 27, 2013, Parametric stockholders overwhelmingly voted to approve the proposal to issue shares of Parametric common stock in connection with the merger contemplated by the Agreement and Plan of Merger dated August 5, 2013 among Parametric, VTB Holdings, Inc. (Turtle Beach) and Paris Acquisition Corp. (the “merger agreement”) and the corresponding change of control of Parametric which will result from the merger (“merger proposal”).

The special meeting of stockholders was held pursuant to notice and a proxy statement that was filed with the Securities and Exchange Commission on December 3, 2013 and mailed to stockholders entitled to vote at the meeting beginning on December 3, 2013. The proxy statement contains additional information concerning the terms of the merger agreement.

The Company also announced it has received a letter from NASDAQ informing Parametric that its application for listing its common stock on the NASDAQ Global Market has been approved. The Company’s common stock currently trades on the NASDAQ Capital Market. The transition to the more senior and stringent Global Market tier will be effective upon completion of the merger and is expected to be seamless to stockholders. The post-merger trading symbol is expected to remain as “PAMT”.

“We are very pleased with the outcome of today’s vote and thank all of our stockholders for their support,” said Ken Potashner, executive chairman of Parametric Sound. “We believe our merger with Turtle Beach will create an audio technology innovator with established brands and global retail relationships. We are confident that the combination of the two audio technology companies is the best outcome for Parametric and our stockholders and that the merger will maximize stockholder value. We look forward to completing the combination shortly and delivering compelling audio innovations to stockholders and customers of the combined company.”

In addition to the approval of stockholders and the approval of NASDAQ, the completion of the merger is subject to other customary closing conditions. Parametric and Turtle Beach expect to close the merger as soon as practicable.

Approximately 59% of Parametric total outstanding shares of common stock as of the November 11, 2013 record date for the special meeting of stockholders were voted and approximately 95% of shares voting on the merger proposal voted in favor of the merger proposal. Stockholders also voted to approve (i) on an advisory (non-binding) basis, specified compensation that may become payable to the named executive officers of Parametric in connection with the merger, (ii) the Parametric Sound Corporation 2013 Stock-Based Incentive Compensation Plan and (iii) the Parametric Sound Corporation Annual Incentive Bonus Plan. The full results of the voting on each proposal are anticipated to be filed with the SEC on December 30, 2013 on Form 8-K and may be accessed on the Company’s web site or at www.sec.gov.

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. The Company is targeting its technology for new uses in consumer markets including computers, video gaming, televisions, home audio and health care. For more information, visit www.parametricsound.com.

About Turtle Beach

Turtle Beach designs and markets premium audio peripherals for video game, personal computer, and mobile platforms, including its acclaimed line of Ear Force gaming headphones and headsets crafted for PC and Mac, Nintendo, PlayStation and Xbox game consoles, including the next-generation Xbox One. According to the NPD Group, Turtle Beach manufactures the top five best-selling third-party gaming headsets of all time when ranked in dollar sales. The Ear Force X12 wired headset is the No. 1 best-selling third-party gaming headset of all time. Turtle Beach is the official audio provider for Major League Gaming, the world's largest eSports league, and Twitch, the world's leading video platform and community for gamers. Turtle Beach, headquartered in Valhalla, New York, is majority owned by the Stripes Group, an entrepreneurial growth equity fund based in New York City, and is a brand of Voyetra Turtle Beach, Inc., which has been at the forefront of music and audio technology for more than three decades and is recognized as a pioneer of today's PC audio industry. Turtle Beach and Ear Force are registered trademarks of Voyetra Turtle Beach, Inc. All other trademarks are property of their respective holders and are hereby acknowledged. For more information, visit www.turtlebeach.com.

Cautionary note on forward-looking statements

This press release includes forward-looking information and statements, including, without limitation, those regarding: the transfer of the Company's shares to the NASDAQ Global Market and effect on stockholders; the prospects of the combined company post-merger; and the closing of the transactions contemplated by the merger agreement and related timing. 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 that are based on management's belief, as well as assumptions made by, and information currently available to, management. While the Company believes that expectations are based upon reasonable assumptions, there can be no assurances that 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. Particular uncertainties and risks include, among others: the risk that Turtle Beach's operating results at closing will be lower than currently anticipated or the failure of either party to meet other conditions to the closing of the merger; delays in completing the merger and the risk that the merger may not be completed at all; the failure to realize the anticipated benefits from the merger or delay in realization thereof; the businesses of Parametric and Turtle Beach may not be combined successfully, or such combination may take longer, be more difficult, time-consuming or costly to accomplish than expected; operating costs and business disruption during the pendency of and following the merger, including adverse effects on employee retention and on business relationships with third parties; general business and economic conditions; the combined company's possible need for and ability to obtain additional financing; the difficulty of developing audio products, obtaining any required approvals and achieving market acceptance; the marketing success of Parametric's and the combined company's licensees or sub licensees, if any; and the other risk factors described in the "Risk Factors" section of the proxy statement filed with the Securities and Exchange Commission on December 3, 2013. More detailed information on these and additional factors that could affect Parametric's actual results are described in Parametric's filings with the Securities and Exchange Commission, including its most recent annual report on Form 10-K for the fiscal year ended September 30, 2013. All forward-looking statements in this news release speak only as of the date of this news release and are based on Parametric's current beliefs and expectations. Parametric undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law.

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