

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): November 12, 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))

Explanatory Note: The registrant is filing this Current Report on Form 8-K solely to file updated consents, as shown under Item 9.01(d) below, with respect to the audited consolidated financial statements of VTB Holdings, Inc. and related audit reports that were included in the preliminary proxy statement filed by the registrant with the SEC on November 4, 2013.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Consent of BDO USA, LLP
99.2	Consent of Freed Maxick CPAs, P.C.

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.

Date: November 12, 2013

Parametric Sound Corporation

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

CONSENT OF BDO USA, LLP

Consent of Independent Registered Public Accounting Firm

VTB Holdings, Inc.
Valhalla, New York

We hereby consent to the use in the Registration Statement in Form S-3 (File No. 333-188389), the Registration Statements on Form S-8 (File No. 333-171838, File No. 333-181653 and File No. 333-188390), and the proxy statement on Schedule 14A filed on November 4, 2013 (the "proxy statement") of Parametric Sound Corporation of our report dated November 4, 2013, relating to the consolidated financial statements of VTB Holdings, Inc., which is contained in the proxy statement.

/s/BDO USA, LLP
New York, New York

November 12, 2013

CONSENT OF FREED MAXICK CPAS, P.C.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the inclusion in the Registration Statement on Form S-3 (File No. 333-188389), the Registration Statements on Form S-8 (File No. 333-171838, File No. 333-181653 and File No 333-188390) and the Proxy Statement on Schedule 14A filed on November 4, 2013 (the "Proxy Statement") of Parametric Sound Corporation of our report dated November 4, 2013, relating to our audit of the consolidated financial statements of VTB Holdings, Inc. as of and for the year ended December 31, 2012, which appears in the Proxy Statement.

/s/ FREED MAXICK CPAs, P.C.

Buffalo, New York
November 12, 2013