

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Hanson John T</u>  (Last) (First) (Middle) C/O TURTLE BEACH CORPORATION 44 SOUTH BROADWAY, 4TH FLOOR  (Street) WHITE PLAINS NY 10601  (City) (State) (Zip)	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) CFO, Treasurer and Secretary
	3. Date of Earliest Transaction (Month/Day/Year) 05/17/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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								30,398	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	(1)	05/17/2022		A		5,980		(2)	(2)	Common Stock	5,980	\$0.00	5,980	D	
Restricted Stock Units	(1)							(3)	(3)	Common Stock	5,000		5,000	D	
Restricted Stock Units	(1)							(4)	(4)	Common Stock	13,750		13,750	D	
Restricted Stock Units	(1)							(5)	(5)	Common Stock	13,500		13,500	D	
Restricted Stock Units	(1)							(6)	(6)	Common Stock	24,000		24,000	D	
Stock Option (Right to Buy)	\$2.04							(7)	11/13/2027	Common Stock	2,696		2,696	D	
Stock Option (Right to Buy)	\$12.1							(8)	04/01/2029	Common Stock	14,167		14,167	D	
Stock Option (Right to Buy)	\$5.95							(9)	04/01/2030	Common Stock	33,230		33,230	D	
Stock Option (Right to Buy)	\$3.12							(10)	04/11/2028	Common Stock	29,391		29,391	D	

**Explanation of Responses:**

- 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.
- These restricted stock units will vest in full on May 17, 2023, subject to continued employment in good standing through such date.
- These restricted stock units vest in equal annual installments until April 1, 2023.
- These restricted stock units vest in equal annual installments until April 1, 2024.
- These restricted stock units vest in equal annual installments until April 1, 2025.
- One-quarter of these restricted stock units will vest on April 1, 2023, with the remainder of the restricted stock units vesting in equal annual installments until April 1, 2026.
- All options were exercisable as of the transaction date.

8. All exercised options were exercisable as of the transaction date, with the remainder options scheduled to vest in equal monthly installments until April 1, 2023.
9. All exercised options were exercisable as of the transaction date, with the remainder options scheduled to vest in equal monthly installments until April 1, 2024.
10. These options are scheduled to vest in equal monthly installments until April 11, 2022.

**Remarks:**

/s/John T. Hanson

05/19/2022

\*\* 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.**