

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: August 12, 2019  
(Date of earliest event reported)

**Turtle Beach Corporation**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction  
of incorporation)

**001-35465**  
(Commission  
File Number)

**27-2767540**  
(IRS Employer  
Identification No.)

**11011 Via Frontera, Suite A/B**  
**San Diego, California 92127**  
(Address of principal executive offices)

**(888) 496-8001**  
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class  
**Common Stock, par value \$0.001**

Trading Symbol(s)  
**HEAR**

Name of each exchange on which registered  
**Nasdaq Stock Market**

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 240.14a-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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On August 12, 2019, the Board of Directors (the “Board”) of Turtle Beach Corporation (the “Company”) appointed Kelly Thompson as a director of the Company filling a vacancy on the Board. Ms. Thompson will serve as a member of the Board’s Compliance and Governance Committee.

Ms. Thompson is a respected retail leader with a unique blend of operational and functional capabilities. From 2017-2019 she was the COO of samsclub.com and member of the CEO’s Leadership Committee with responsibility for eCommerce Merchandising, Business Intelligence, Marketing, Supply Chain, Business Operations, a multi-billion dollar omni P&L and the CEO’s “Digital” Initiative. Prior to samsclub.com, Ms. Thompson spent 7 years as Chief Merchant of walmart.com and grew the business through product and category expansion, maximizing early phase omni channel programs, building new technology to scale growth, and developing a world class team of merchants accountable for category level P&Ls. Her ability to manage people and deliver results lead to additional oversight of Planning, Distribution, Marketplace, Pricing, Shipping and Services in addition to Merchandising. From 1997 to 2007 Ms. Thompson held various Merchandising roles at Gap, working her way from trainee to Divisional Merchandising Manager. Ms. Thompson holds a B.S. degree in Biology from the University of California San Diego.

In connection with her appointment to the Board, Ms. Thompson will be entitled to receive a cash retainer pursuant to the Company’s non-employee director compensation policy and options to purchase \$50,000 in value of the Company’s common stock, par value \$0.001 per share (“Common Stock”), and restricted Common Stock awards with a value of \$50,000, pursuant to the Company’s 2013 Stock-Based Incentive Compensation Plan, as amended.

Additional information regarding Ms. Thompson’s appointment as a director is contained in the press release attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	<a href="#">Press Release issued by Turtle Beach Corporation dated August 13, 2019</a>

**SIGNATURE**

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 hereunto duly authorized.

TURTLE BEACH CORPORATION

Date: August 13, 2019

By: \_\_\_\_\_  
/S/ JOHN T. HANSON  
**John T. Hanson**  
**Chief Financial Officer, Treasurer and Secretary**

**TURTLE BEACH ANNOUNCES APPOINTMENT OF  
KELLY THOMPSON TO BOARD OF DIRECTORS**

*The Addition of Thompson Strengthens Turtle Beach's Retail Expertise as the  
Gaming Accessory Brand Begins the Next Phase of Global Expansion*

San Diego, CA – August 13, 2019 – [Turtle Beach](#) (Nasdaq: HEAR), a leading gaming accessory brand, announced the appointment of Kelly Thompson as the newest member of the Company's Board of Directors, effective August 12, 2019. Thompson will be a member of the Company's Compliance and Governance Committee.

Ms. Thompson most recently was Senior Vice President, Chief Operating Officer of Samsclub.com, the ecommerce division of the membership-only retail warehouse clubs owned and operated by Walmart Inc. During that time, she served as a member of Sam's Club Leadership Committee and was responsible for a multi-billion-dollar omni P&L as well as the "Digital" strategic workstream. Prior to this role, she was Senior Vice President, Global Category Development for Walmart eCommerce and Senior Vice President Merchandising, Planning, and Marketplace for Walmart.com. Additionally, Ms. Thompson held key merchandising leadership roles during her 10 years at Gap, Inc.

"Kelly's strong background in traditional and online retail is a perfect addition to our board and exactly what we were looking for," said Ron Doornink, Chairman of the Board, Turtle Beach Corporation. "Continuing to serve all of our retail partners well is a key focus for us, and Kelly's deep retail knowledge and experience will contribute in this area. We're very pleased to welcome Kelly to our team."

Added Ms. Thompson, "I'm delighted to join the experienced board at Turtle Beach, particularly in this exciting time of global expansion. I'm very impressed with the Company, its strong brand, and the focus on delivering great products to consumers in close collaboration with retail partners."

Throughout her career, Ms. Thompson has championed diversity in the workplace through her development of individuals and teams and was selected by the Walmart CEO to serve as chairperson of Walmart's global women's advisory group. Additionally, she currently serves on the Fund Development Committee for the Board of Glide Foundation, a San Francisco institution that seeks to change lives in vulnerable communities.

Ms. Thompson joins Mr. Doornink, Juergen Stark, William Keitel, Dr. Andrew Wolfe, PhD., and Greg Ballard on Turtle Beach's Board of Directors.

For the latest information on Turtle Beach products, accessories, and stories, visit the Turtle Beach website at [www.turtlebeach.com](http://www.turtlebeach.com) and the Turtle Beach Blog at <https://blog.turtlebeach.com>. Fans

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## ***Turtle Beach Appoints Kelly Thompson to Board of Directors***

can also follow Turtle Beach on [Facebook](#), [Twitter](#), and [Instagram](#).

### **About Turtle Beach Corporation**

Turtle Beach ([www.turtlebeach.com](http://www.turtlebeach.com)) is a leading gaming accessory brand, offering a wide selection of cutting-edge, award-winning gaming headsets. Whether you're a professional esports athlete, hardcore gamer, casual player, or just starting out, Turtle Beach has the gaming headset to help you truly master your skills. Innovative and advanced technology, amazing high-quality gaming audio, crystal-clear communication, lightweight and comfortable designs, and ease-of-use are just a few features that make Turtle Beach a fan-favorite brand for gamers the world over. Designed for Xbox, PlayStation®, and Nintendo consoles as well as for PC, Mac®, and mobile/tablet devices, owning a Turtle Beach gaming headset gives you the competitive advantage. Hear Everything. Defeat Everyone®. In June 2019 Turtle Beach acquired ROCCAT, a leading PC accessories maker that combines detail-loving German innovation with a genuine passion for designing the best PC gaming products. Turtle Beach's shares are traded on the Nasdaq Exchange under the symbol: HEAR.

### **Cautionary Note on Forward-Looking Statements**

This press release includes forward-looking information and statements within the meaning of the federal securities laws. 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. Statements containing the words "may", "could", "would", "should", "believe", "expect", "anticipate", "plan", "estimate", "target", "goal", "project", "intend" and similar expressions, or the negatives thereof, constitute forward-looking statements. Forward-looking statements involve known and unknown risks and uncertainties, which could cause actual results to differ materially from those contained in any forward-looking statement. Forward-looking statements are based on management's current belief and expectations, 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 its 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. Some of these factors include, but are not limited to, risks related to the substantial uncertainties inherent in the acceptance of existing and adoption of future products, the difficulty of commercializing and protecting new technology and products, the impact of competitive products and pricing, general business and economic conditions, risks associated with the expansion of our business including the implementation of any businesses we acquire and the integration of such businesses within our internal control over financial reporting and operations, our indebtedness, the Company's liquidity, and other factors discussed in our public filings, including the risk factors included in the Company's most recent Quarterly Report on Forms 10-Q and 10-K and the Company's other periodic reports. Except as required by applicable law, including the securities laws of the United States and the rules and regulations of the Securities and Exchange Commission, the Company is under no obligation to publicly update or revise any forward-looking statement after the date of this release whether as a result of new information, future developments or otherwise.

All trademarks are the property of their respective owners.

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***Turtle Beach Appoints Kelly Thompson to Board of Directors***

**For Investor Information, Contact:**

Cody Slach or Sean McGowan      Eric Nielsen  
Gateway Investor Relations      Step 3 PR  
On behalf of Turtle Beach  
949.574.3860      202.276.5357  
[hear@tgatewayir.com](mailto:hear@tgatewayir.com)      [eric@step-3.com](mailto:eric@step-3.com)

**For Press Information, Contact:**

On behalf of Turtle Beach