
**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 28, 2014
(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 Number)

100 Summit Lake Drive, Suite 100
Valhalla, New York 10595
(Address of principal executive offices)

914-345-2255
(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 240.14a-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))
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Item 8.01 – Other Events.

On August 28, 2014, Turtle Beach Corporation (the “Company”) issued a press release announcing a coordinated stock transaction between the Company’s co-founders and a group of institutional investors, a copy of which is filed herewith as Exhibit 99.1.

Item 9.01 – Financial Statements and Exhibits**(d) Exhibits**

99.1 Press release dated August 28, 2014.

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.

Dated: August 28, 2014

TURTLE BEACH CORPORATION

By: /s/ Juergen Stark

Juergen Stark

Chief Executive Officer and President

Exhibit Index

**Exhibit
No.**

Description

99.1 Press release dated August 28, 2014.

**Turtle Beach Announces Coordinated Stock Transaction
Group of Institutional Investors Purchase Shares and Exhaust Founder Lockup Share Allotment**

SAN DIEGO, CA – August 28, 2014 – Turtle Beach Corporation (NASDAQ: HEAR), the leading audio brand in the video game industry, today announced that a group of institutional investors purchased a combined 371,520 shares of common stock from Mr. Fred Romano and Mr. Carmine Bonanno, co-founders of Turtle Beach, in accordance with the terms of the Company's amended Stockholder Agreement, filed with the Securities and Exchange Commission on July 10, 2014. The number of shares transacted equates to the shares that were available for open-market sales by both individuals under the modified lock-up extension under the Shareholder's Agreement, which expires on April 1, 2015. As a result, Mr. Romano and Mr. Bonanno are restricted from selling additional shares in open market trades prior to April 1, 2015 without the Company's approval.

About Turtle Beach Corporation

Turtle Beach Corporation (TurtleBeachCorp.com) designs audio products for consumer, commercial and healthcare markets. Under the brand Turtle Beach (TurtleBeach.com), the company markets premium headsets for use with video game consoles, including officially-licensed headsets for the next-generation Xbox One and PlayStation®4, personal computers and mobile devices. Under the brand HyperSound (HyperSound.com), the company markets pioneering directed audio solutions that have applications in digital signage and kiosks, consumer electronics and healthcare. The Company's shares are traded on the NASDAQ Exchange under the symbol NASDAQ:HEAR.

For more information:

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