
**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: June 18, 2015
(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)

Parametric Sound Corporation
(Registrant's former name)

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 5.03 – Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 18, 2015, Turtle Beach Corporation (the “Company”) filed a Certificate of Amendment to its Articles of Incorporation (the “Charter Amendment”) with the Secretary of State of the State of Nevada, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference. The Charter Amendment amended the Company’s Articles of Incorporation to effect an increase in the Company’s authorized capital stock from fifty-one million (51,000,000) shares to one hundred one million (101,000,000) shares, of which one hundred million (100,000,000) shares shall be common stock and one million (1,000,000) shares shall be preferred stock.

The Charter Amendment was approved by the Company’s board of directors on May 12, 2015 and a majority of the Company’s stockholders by written consent on May 18, 2015, and became effective on June 18, 2015.

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

- 3.1 Certificate of Amendment to Articles of Incorporation of Turtle Beach Corporation, as filed with the Secretary of State of the State of Nevada on June 18, 2015.

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: June 18, 2015

TURTLE BEACH CORPORATION

By: /s/ Juergen Stark
Juergen Stark
Chief Executive Officer and President

Exhibit Index

**Exhibit
No.**

Description

3.1 Certificate of Amendment to Articles of Incorporation of Turtle Beach Corporation, as filed with the Secretary of State of the State of Nevada on June 18, 2015.



090204



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Certificate of Amendment
(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Turtle Beach Corporation

2. The articles have been amended as follows: (provide article numbers, if available)

Article 5.1 is deleted in its entirety and is replaced as follows:

“5.1. Authorized Capital Stock. The aggregate number of shares which this Corporation shall have authority to issue is one hundred one million (101,000,000) shares, consisting of (a) one hundred million (100,000,000) shares of Common Stock, par value \$0.001 per share (the “Common Stock”) and (b) one million (1,000,000) shares of preferred stock, par value \$0.001 per share (the “Preferred Stock”), issuable in one or more series as hereinafter provided. A description of the classes of shares and a statement of the number of shares in each class and the relative rights, voting power, and preferences granted to and restrictions upon the shares of each class are as follows:”

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: 57.2%

4. Effective date and time of filing: (optional)

Date: _____ Time: _____
(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X /s/ Juergen Stark
Signature of Officer Juergen Stark, President and CEO

* If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

Nevada Secretary of State Amend Profit-After
Revised: 1-5-15

This form must be accompanied by appropriate fees.