

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Stark Juergen M.</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer &amp; Pres</u>
	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2020	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/15/2020		F		6,204 <sup>(1)</sup>	D	\$17.8	87,972	D	
Common Stock	11/16/2020		M		60,000	A	\$7.72	147,972	D	
Common Stock	11/16/2020		S		60,000	D	\$17.74 <sup>(2)</sup>	87,972	D	
Common Stock	11/17/2020		M		40,000	A	\$7.72	127,972	D	
Common Stock	11/17/2020		S		46,310	D	\$17.79 <sup>(3)</sup>	81,662	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	Amount or Number of Shares				
Stock Option (Right to Buy)	\$7.72	11/16/2020		M			60,000	(4)	09/03/2022	Common Stock	60,000	\$0.00	205,912	D	
Stock Option (Right to Buy)	\$7.72	11/17/2020		M			40,000	(4)	09/03/2022	Common Stock	40,000	\$0.00	165,912	D	
Restricted Stock Unit	(5)							(6)	(6)	Common Stock	39,750		39,750	D	
Restricted Stock Unit	(5)							(7)	(7)	Common Stock	58,000		58,000	D	
Stock Option (Right to Buy)	\$7.24							(4)	05/29/2025	Common Stock	70,000		70,000	D	
Stock Option (Right to Buy)	\$4.64							(4)	04/04/2026	Common Stock	112,500		112,500	D	
Stock Option (Right to Buy)	\$2.04							(8)	11/13/2027	Common Stock	112,500		112,500	D	
Stock Option (Right to Buy)	\$3.12							(9)	04/11/2028	Common Stock	112,500		112,500	D	
Stock Option (Right to Buy)	\$12.1							(10)	04/01/2029	Common Stock	105,000		105,000	D	
Stock Option (Right to Buy)	\$5.95							(11)	04/01/2030	Common Stock	115,000		115,000	D	

Explanation of Responses:

1. Represents shares withheld to satisfy tax withholding obligations upon the vesting of the shares of restricted stock awarded to the Reporting Person.
2. Sales pursuant to a 10b5-1 plan. The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$17.52 to \$17.93 per share. The reporting person will provide to the issuer, any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
3. Sales pursuant to a 10b5-1 plan. The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$17.43 to \$18.14 per share. The reporting person will provide to the issuer, any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
4. All options were exercisable as of the transaction date.
5. 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.
6. One-quarter of the restricted stock units granted on April 1, 2019 to the Reporting Person vest annually, so that the restricted stock units will become fully vested on April 1, 2023.
7. One-quarter of the underlying shares will vest on April 1, 2021 with the remainder of the restricted stock units vesting in equal annual installments until April 1, 2024.
8. These options are scheduled to vest in equal monthly installments until November 13, 2021.
9. These options are scheduled to vest in equal monthly installments until April 11, 2022.
10. These options are scheduled to vest in equal monthly installments until April 1, 2023.
11. One-quarter of the options will vest on April 1, 2021, with the remainder vesting with respect to 1/48 of the underlying shares each month thereafter.

**Remarks:**

/s/Juergen Stark

11/17/2020

\*\* 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.

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