#### 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: April 5, 2016 (Date of earliest event reported)

# Turtle Beach Corporation (Exact name of registrant as specified in its charter)

001-35465

(Commission File Number)

Nevada (State or other jurisdiction of incorporation or organization)

27-2767540 (I.R.S. Employer Identification Number)

12220 Scripps Summit Drive, Suite 100 San Diego, California 92131 (Address of principal executive offices)

(888) 496-8001 (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)

Dere-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))

#### Item 7.01. Regulation FD Disclosure

#### Investor Presentation

Certain information concerning our business and financial results can be currently accessed on our website, <u>http://corp.turtlebeach.com/investor-relations</u> under the heading "Investor Presentations." Representatives of the Company expect to use this presentation, in whole or in part, and possibly with modifications, periodically in connection with conferences and presentations to investors, analysts and others. Portions of the presentation are attached hereto as Exhibit 99.1.

The investor presentation includes financial information not prepared in accordance with generally accepted accounting principles ("Non-GAAP Financial Measures"). A reconciliation of the Non-GAAP Financial Measures included in the presentation to financial information prepared in accordance with generally accepted accounting principles ("GAAP"), as required by Regulation G, appears in Appendix A to the presentation. The information contained in the presentation is summary information that is intended to be considered in the context of the Company's Securities and Exchange Commission ("SEC") filings and other public announcements that it may make, by press release or otherwise, from time to time. The Company undertakes no duty or obligation to publicly update or revise the information contained in the presentation or this report, although it may do so from time to time as its management believes is warranted. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosure.

The information in this report is being furnished pursuant to Item 7.01 and shall not be deemed to be "filed" for purposes of Section 17 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

#### Item 9.01 — Financial Statements and Exhibits

Description

(d) Exhibits

Exhibit No.

99.1 Turtle Beach Corporation Investor Presentation

#### SIGNATURE

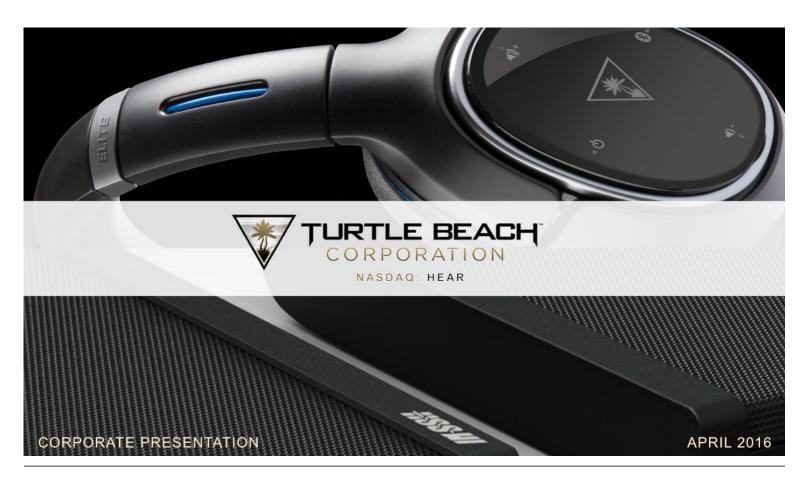
Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TURTLE BEACH CORPORATION

Date: April 5, 2016

/S/ JOHN T. HANSON John T. Hanson Chief Financial Officer, Treasurer and Secretary

By:



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Forward-Looking Information

This presentation includes "forward-looking statements" within the meaning of the federal securities laws. These forward-looking statements are statements that are not historical facts including statements about our beliefs and expectations and statements containing the words "may," "could," "would," "should," "believe," "expect," "anticipate," "plan," "estimate," "target," "project," "intend," "foresee," and similar expressions. There are a number of risks and uncertainties that could cause actual results to differ materially from the forward-looking statements made herein. A discussion of some of these risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements include but are not limited to, for example, the application of quarter-end and year-end accounting procedures and adjustments, other developments that may arise between the date of this presentation and the time that financial results for the quarter and year ended December 31, 2016 are finalized, statements regarding market opportunities, future products and anticipated future financial and operating performance and results, including estimates for growth, and the other factors discussed in our public filings, including the section entitled "Risk Factors" in Turtle Beach's most recent Annual Report on Form 10-K, Quarterly Report on Form 10-Q and other periodic reports filed with the SEC and available on the SEC's website, www.sec.gov. Readers are cautioned not to place undue reliance on these forward-looking statements to reflect events or circumstances after the date of this presentation. This presentation also contains trademarks and trade names that are property of their respective owners.

#### Non-GAAP Financial Measures

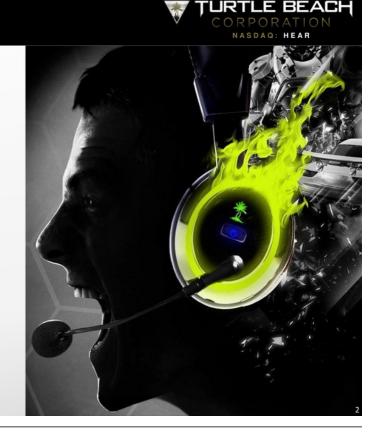
This presentation contains certain financial measures, including adjusted EBITDA, that the Securities and Exchange Commission defines as "non-GAAP financial measures." This non-GAAP financial measure, as calculated by the Company, is not necessarily comparable to similarly titled measures reported by other companies. Additionally, this non-GAAP financial measures is not a measurement of financial performance or liquidity under GAAP and should not be considered an alternative to the Company's other financial information determined under GAAP. Management believes that this non-GAAP financial measure, when read in conjunction with the Company's reported results, can provide useful supplemental information for investors analyzing period to period comparisons of the Company's results. "Adjusted EBITDA" is defined by the Company as net income (loss) before interest, taxes, depreciation and amortization, stock-based compensation (non-cash), and certain special items that we believe are not representative of core operations. The Adjusted EBITDA outlook for the first quarter and full year 2016, have not been reconciled to our net loss outlook for the same periods because certain items that would impact interest expense, provision for income taxes and stock-based compensation, which are reconciling items between net loss and Adjusted EBITDA, cannot be reasonably predicted.

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### Who We Are

- Turtle Beach is a premier audio innovation company with a 40-year legacy of creating new audio categories
- Longstanding, #1 brand for gaming headsets with 42% share of the U.S. market<sup>1</sup>
- Positioned for renewed revenue and profit growth as major industry product cycle continues
- We have created an entirely new audio market for directional sound with HyperSound Clear™ 500P
- HyperSound Clear 500P product launched in Q4-15 and is targeted at the \$5B hearing health market

1) Based on U.S. NPD Market data, revenue share for 2015.



# Leading Gaming Headset Business & Transformational New Directed Audio Technology





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	Headsets	HyperSound			
Overview	Market share leader with large, loyal customer base	Breakthrough audio technology that allows directed placement of sound			
Markets	Console Gaming PC Gaming Mobile	Healthcare Commercial Consumer Licensing			
Catalysts	Well-positioned product portfolio for new gen consoles	Launched HyperSound Clear 500P into the \$5B hearing health market in Q4-15			
FY16 Financial Profile	<ul> <li>~\$162M in revenues</li> <li>New gen up ~15% over 2015</li> <li>~30% gross margins</li> </ul>	<ul> <li>~\$7M+ in revenues</li> <li>Significant growth with full rollout</li> <li>~50% target gross margins<sup>1</sup></li> </ul>			

1) Target gross margins (excluding amortization) of  $^{\sim}50\%$  at full run rate in Q4 2016.

#### Significantly improve profitability of headset business (~4X EBITDA improvement)

- ▶ Drive overall growth, offsetting expected \$20M+ YoY decline in old gen revenues with new gen increases
- Continue to improve headset gross margins to achieve ~30% for the year
- Improve international performance in spite of strong dollar impact
- ▶ Manage OpEx to improve headset adjusted EBITDA to \$9M or better (~4x increase)

#### Move HyperSound business towards cash flow breakeven

- ▶ Prove success in the hearing healthcare channel happy consumers, productive offices
- ▶ Grow revenues to \$7-10M by scaling healthcare channel in U.S. and Europe
- ▶ Continue to drive additional advancements in technology and HyperSound intellectual property
- Manage spend carefully to have HyperSound adjusted EBITDA loss of less than \$14M

#### Target positive consolidated adjusted EBITDA for 2016



### 2016 Outlook<sup>1</sup>

# TURTLE BEACH CORPORATION Nasdaq: Hear \*

(\$ in millions)	2016 Outlook	Management Commentary
Revenue:		
New Gen	\$140-\$145	12% to 16% growth from 2015
Old Gen	\$8-\$10	60% to 70% decline from 2015
Other	\$5-\$7	Flat with opportunity for international growth
Total Headset	\$153-\$162	Strong new gen growth combined with old gen drop
HyperSound	\$7-\$10	Significant growth in first year of commercialization
Consolidated	\$160-\$172	Modest increase from 2015 (increasing new gen, HyperSound combined with old gen drop)
Gross Margins		
Headsets	~30%	Increase of 400 basis points over 2015
HyperSound	40%-50% by Q4	By Q4-16 as revenues ramp (cash margin excluding amortization)
Adjusted EBITDA:		
Headsets	~\$9	~4X increase over 2015
HyperSound Investment	Lower than \$14	Modest reduction from 2015 reflecting revenue and OpEx growth
Consol. Adj. EBITDA	Targeting profitable	\$10M+ increase from 2015 (excludes \$5.3M in interest expense)

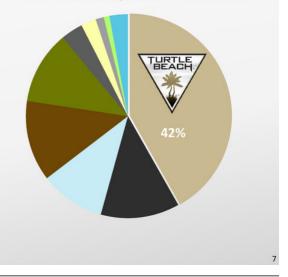


### **Dominant Gaming Audio Provider with Leading Market Share**

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- #1 gaming headset provider for Xbox and PlayStation
  - ▶ 42% of U.S. market in 2015 (44% in Q4)<sup>1</sup>
  - ▶ 45% of U.K. market in 2015 (48% in Q4)<sup>2</sup>
- Completely transitioned portfolio from old gen (Xbox 360 & PlayStation 3) to new gen (Xbox One & PlayStation 4) from 2013 to 2015
- New gen headset revenues increased 24% in 2015, 31% in Q4 2015 vs. 2014
- Xbox One: 4 of the top 5 headsets and the top selling 3<sup>rd</sup> party headset in 2015<sup>1</sup>
- PlayStation 4: 3 of the top 5 headsets and the top selling 3<sup>rd</sup> party headset in 2015<sup>1</sup>

2015 U.S. Gaming Headset Market Share<sup>1</sup>

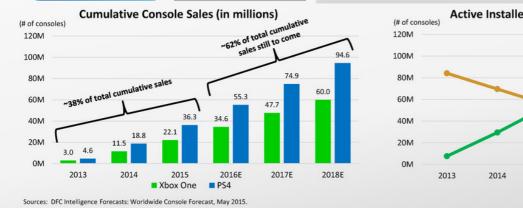


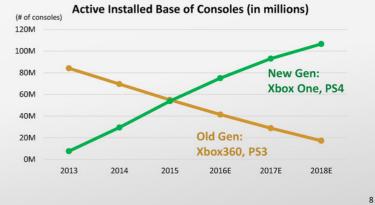
Video Games POS Monthly Update, The NPD Group, Inc. (US data) 1) 2) Gfk/Gfk Chart-Track.

### **New Gen Console Growth**



- Cumulative new gen console sales totaled 58M as of 12/31/15
- New gen console sales are up over 40% vs. old gen at same time in cycle
- Over 30M new gen consoles expected to be sold worldwide in 2016
- New gen cumulative console sales projected to exceed 150M worldwide in 2018





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# We Cover All Key Price Points – More Than Any Competitor



Retail ASP	<\$	50	\$50	- \$99	\$100	- \$200	>\$2	200	
Console	PS4	Xbox One	PS4	Xbox One	PS4	Xbox One	PS4	Xbox One	TOTAL
	Recon 60P Recon 50P P4c	Recon 50X Recon 30X	Stealth 400 PX22 PX	XO4 Stealth XO1	Stealth 500P	Stealth 420X XO7 Pro	Elite 800	Stealth 500X Elite 800X	16
Sony			Silver Wired Gold Wireless						2
Microsoft		XB1 Chat		XB1 Stereo					2
Astro						A40 + M80	A40 + MixAmp A50	A40 + MixAmp A50	5
PDP	LVL 5+ LVL 3 LVL 1	LVL 3 LVL 1	AG 9	AG 9 LVL 5+					8
Mad Catz	Kaiken Kama	Kaiken Kama		Kunai					5



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### **Advanced Chat**

Chat technology like noise gate, chat boost, variable microphone monitor



### **Bluetooth**

Dual-pairing Bluetooth in most wireless headsets for chat, mobile gaming, audio calls and music streaming

**DTS Headphone:X** Headphone:X 1<sup>st</sup> gaming headsets with DTS 7.1 surround sound to provide incredibly accurate and immersive directional sound



### Digital Signal Processing (DSP)

Game audio and chat presets that can be customized using a new mobile app



### **Active Noise Cancellation**

1<sup>st</sup> gaming headset to use noise cancellation for both inbound audio and outbound chat



### Superhuman Hearing<sup>™</sup>

Provides a competitive advantage by making important, quiet sounds louder and easier to hear

### ...And Strong Distribution

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### **Headset Growth Opportunities**

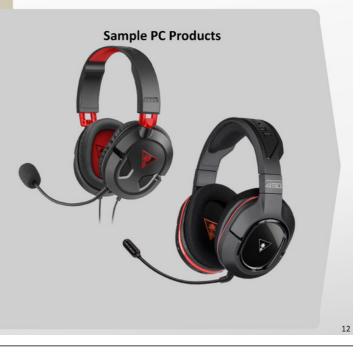


### **PC Gaming**

#### International

- Approximately \$400M market globally<sup>1</sup>
- Launched eight new SKUs in 2014 and 2015
- Launched PC gaming accessories via a partner in 2014 including:
  - ► Keyboards
  - ► Mice
  - Mouse pads
- PC gaming more popular than console gaming in markets like Germany, China and other parts of Asia<sup>2</sup>
- Leveraging expanded portfolio as a growth platform in Germany and China

The NPD Group, IDC and Company Estimates.
 Newzoo 2015 Global Games Market Report Premium.



### **Headset Growth Opportunities**



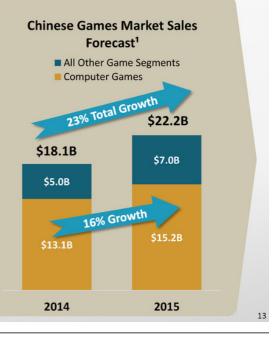
#### **PC Gaming**

#### International

### China represents long-term growth opportunity for console and PC gaming headsets

- 446M Chinese gamers<sup>2</sup>
- China represents <2% of our annual revenues today</p>
- China has lifted video game console ban
- Turtle Beach first-to-market with Xbox One gaming headsets, planning to begin sales efforts in 2016-2017 when console sales ramp
- Expect to initiate modest investment in 2016 to begin China growth efforts

Newzoo 2015 Global Games Market Report Premium.
 CGA, Newzoo China vs. US report Aug 2015.





### HyperSound – A New Sound Delivery Mechanism

- How does HyperSound technology work?
  - Thin panels produce directional audio within an ultrasound beam, masking ambient noise
- Q4-15 launch into \$5B hearing health market<sup>1</sup> via HyperSound Clear 500P product
- HyperSound Clear 500P TV audio solution improves the listening experience and speech intelligibility for individuals with mild to severe hearing loss
- HyperSound technology shown to be effective in commercial markets requiring directed sound (as demonstrated by national kiosk rollout at Best Buy)
- Future opportunities in consumer markets and licensing agreements

1) Johns Hopkins School of Medicine, Nov 2011. World Health Organization, 2013.

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Traditional

Audio

#### How HyperSound Clear 500P Works

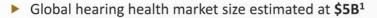
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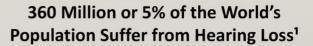


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# HyperSound Clear 500P – Entering a \$5 Billion Hearing Health Market 🕅

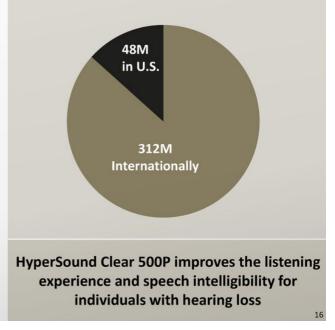


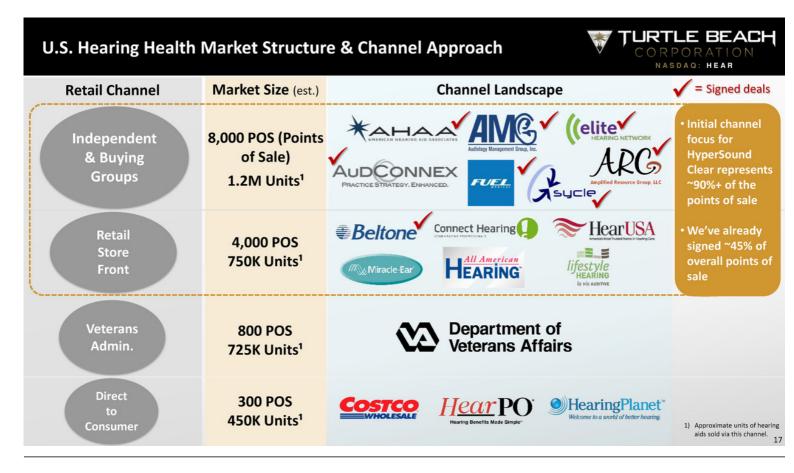
- 35-40% of people 65+ suffer from hearing loss<sup>1</sup>
- ~13M hearing aids are sold annually<sup>1</sup>
- Potential complementary and incremental revenue stream for audiologists given low conversion rates on hearing aids
  - ▶ ~4% in ages 50-59<sup>2</sup>
  - ▶ ~22% in ages 80+<sup>2</sup>
- Two successful patient preference studies of HyperSound Clear 500P completed<sup>3</sup>
  - 79% said HyperSound Clear 500P improved their ability to hear and understand speech
  - 69% said they would either maybe, probably or definitely purchase
- 1) Johns Hopkins School of Medicine, Nov 2011. World Health Organization, 2013.
- The Hearing Review, Tech Topic, Oct 2015.
   Patient Preferences of 58 adult participants after two minute demonstration of HyperSound Clear 500P at conclusion of
- 3) Patient Preferences of 58 aduit participants after two minute demonstration of Hypersound Clear SUUP at conclusion o their audiologist appointment for a Directed Audio Solution, Hearing Review, 2015.



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### HyperSound Clear 500P For Hearing Market: Our Strategy

- Hire Leader: Former president/CEO of two large hearing aid companies hired in 2014 to lead HyperSound
- Get Clearance for Medical Device: FDA 510(k) clearance in Feb 2014 allows us to market the product "to improve clarity and comprehension of sounds with or without use of hearing aids"
- Commercialize Product: Two years of product development completed with shipments started late Oct 2015
- Sell as Hearing Product: Now sold through hearing health care professionals for MSRP of \$1,675 and programmable for specific user's hearing profile
- Set-up Sales Channel: Signed channel relationships giving us access to 5,600+ prospective hearing health offices and retail locations in the U.S. – representing ~45% of total distribution points
- Scale Manufacturing: Partnered with leading electronics manufacturer, Foxconn, and producing in Mexico



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### HyperSound Clear 500P Initial Channel Ramp Progress



1) Company conducted initial sample phone survey of 10 consumer purchasers and may not be indicative of each listener's experience.

 We are in early stage of rollout to hearing healthcare offices, pursuing careful approach to ensure success

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- Offices require training and visits to become fully active (which has taken more time than expected)
- Certain fully active offices have experienced sales conversion rates of 20+% during product demonstration events
- Product survey results from initial set of consumer users are very positive (4.6+ star ratings)<sup>1</sup>
- Launched in European market late Feb 2016

### Potential Growth Opportunities for HyperSound Technology



### Commercial

- Pre-defined sound zones for in-store promotional, informational, beaconing and way-finding messages
  - ▶ Deployed in Nov 2014 to ~1,000 Best Buy stores in Activision Call of Duty® retail displays
- HyperSound/Kiosk pairing has shown a 28% sales increase in a retail environment<sup>1</sup>
- Audio for interactive kiosks and displays ►
  - 20M digital signs currently in North America<sup>2</sup>
  - ▶ 34M ATMs, vending machines and self-services kiosks in N. America at the end of 2015<sup>3</sup>
  - 2.5M self-service kiosks in 2015<sup>2</sup>

POPAI | HyperSound In-Store Research Report, Jun 2015.
 BUNN Research, Jan 2014.
 Self-Service Markets: ATMs, Kiosks, Vending Machines, BCC Research, Mar 2011.



### **Consumer & Licensing**

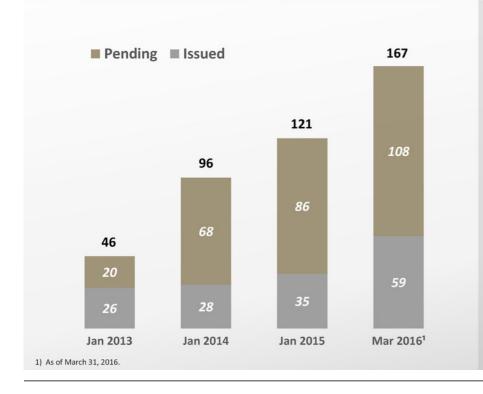
- Immersive, directed 3D audio presents consumer opportunities for:
  - Home theater systems and sound bars
  - Desktop and gaming speakers
  - Other potential consumer audio opportunities
- Potential licensing market opportunities include:
  - Automotive and other transportation markets
  - Government and military applicants
  - Displays and televisions





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### Strong & Rapidly Growing Patent Portfolio



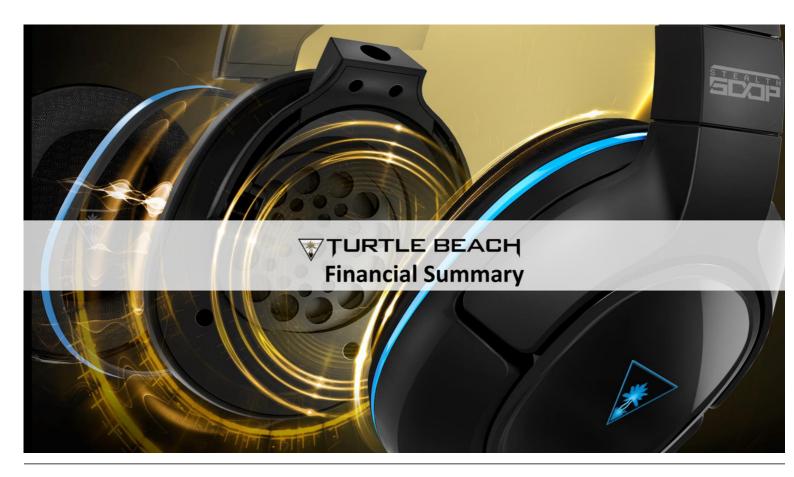
- Headset innovations:
  - Audio processing
  - ▶ Gaming specific features
- HyperSound innovations:
  - Emitter construction
  - Ultrasound and emitter electronics

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Digital signal processing techniques





1) As of Dec 31, 2015.

2) Includes SG VTB Holdings (Stripes Group LLC, a private equity fund and our largest shareholder) and trusts affiliated with Ron Doornink, the Company's chairman of the board.

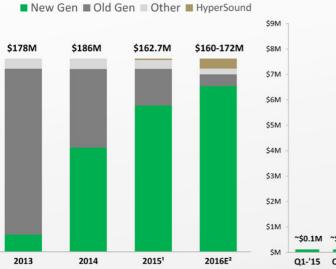
3) Non-callable, due in October 2030, and has 8% per annum PIK interest.

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### **Revenue Growth Profile**

**Revenue Profile Over Time** 

#### **Expected HyperSound Growth**





#### New gen sales up 24% from 2014 to 2015, 31% in Q4 YoY

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- Old gen sales declined ~\$40M • to under 12% of revenues in Q4 2015
- 2015 retail sell-through outpaced sales, leading to lower channel inventory
- New gen revenue expected to increase 12-16% in 20163
- ► Old gen revenue expected to decline 60-70% in 2016<sup>3</sup>
- HyperSound Clear 500P launched in Q4-15 and expected to reach \$7-10M in revenues for 2016

Note: Old gen, new gen revenue splits are approximations.

100%

Strong Golfar and rapid drop in old gen significantly reduced revenues from 2014 to 2015.
 Guidance issued on January 20, 2016 and reaffirmed on Mar 24, 2016.

# Q1 2016 Outlook<sup>1</sup>

	Q1'16 Outlook	ΥοΥ Δ	Management Commentary
Revenue	\$21.7M	10%	Strong holiday sell-through has continued into 2016
Gross Margin	>15.8%	Modest increase	New gen headsets carry higher gross margin
Adj. EBITDA	\$(9)M	7%	Reduced OpEx to more than offset increased HyperSound investments
EPS	\$(0.32)	-28%	+3% YoY excluding \$3.4M tax benefit in Q1-15

1) Guidance issued on January 20, 2016 and reaffirmed on Mar 24, 2016.

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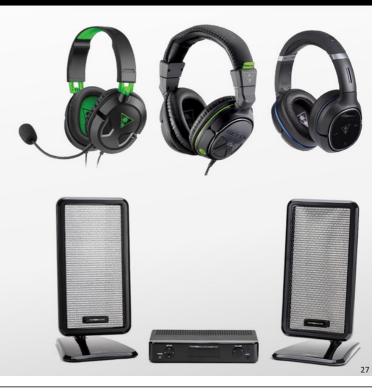
# 2016 Outlook<sup>1</sup>

# TURTLE BEACH CORPORATION NASDAQ: HEAR \*

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Consol. Adj. EBITDA	Targeting profitable	\$10M+ increase from 2015 (excludes \$5.3M in interest expense)

### Key Takeaways

- Longstanding, dominant market leader in console gaming headset market with technologically differentiated products
- Console market growing strongly post new platform launches late 2013
- Company now completed successful portfolio transition for new Xbox and PlayStation consoles
- HyperSound Clear 500P launch into \$5B hearing health category, creating strong growth opportunity
- HyperSound commercialization and new gen headset transition expected to meaningfully improve margins, profitability and cash flows



# CORPORATION



### Investor Relations: Cody Slach Liolios 949.574.3860 HEAR@Liolios.com

### Media Contact: Maclean Marshall

Turtle Beach Corporation 858.914.5093 Maclean.Marshall@turtlebeach.com

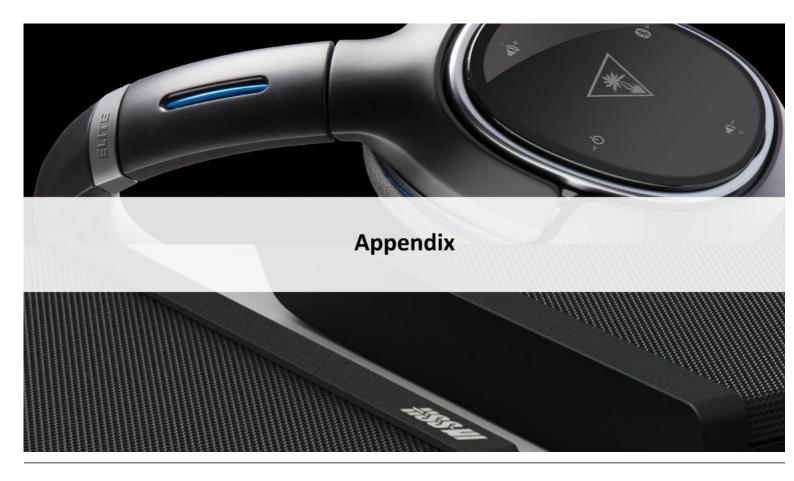
### **COMPANY WEBSITES**

www.turtlebeachcorp.com

www.turtlebeach.com

www.hypersound.com

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### **Experienced Management Team**



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## **Experienced Board of Directors**

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Ron Doornink Chairman	<ul> <li>Former Chairman and CEO of Activision Publishing (NASDAQ: ATVI)</li> <li>Operating partner of Stripes Group, LLC</li> <li>Founder and principal of Erasmus Equity Investments</li> </ul>	
Juergen Stark CEO and Director	<ul> <li>COO of Motorola Mobility's mobile business</li> <li>10 years as Principal at McKinsey &amp; Company, Inc.</li> <li>MBA, Harvard Business School; B.S. Aerospace, University of Michigan</li> </ul>	
Ken Fox Director	<ul> <li>Managing partner of Stripes Group, LLC</li> <li>Former Managing Director and co-founder of Internet Capital Group (NASDAQ: ICGE)</li> <li>Co-founder of A-10 Capital and Sentinel Fund</li> </ul>	
William Keitel Director	<ul> <li>Former CFO of Qualcomm Incorporated (NASDAQ: QCOM)</li> <li>During his time at the company grew revenues from ~\$800M to ~\$25B</li> <li>Held senior financial roles at Nortel (OTC: NRTLQ) and Pepsico (NYSE: PEP)</li> </ul>	
Laureen DeBuono Director	<ul> <li>Partner at leading CFO consulting services firm FLG Partners, LLC</li> <li>Former President and CEO of Coapt Systems, Inc.</li> <li>Former COO and CFO of hearing aid manufacturer ReSound Corp.</li> </ul>	
Dr. Andrew Wolfe, PhD Director	<ul> <li>Founder and principal of Wolfe Consulting</li> <li>Former Chief Technology Officer for SONICblue, Inc.</li> <li>B.S.E.E. in Electrical Engineering and Computer Science, Johns Hopkins; Ph.D. in Computer Engineering, Carnegie Mellon</li> </ul>	31