

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 6, 2018  
(Date of earliest event reported)

**Turtle Beach Corporation**

(Exact name of registrant as specified in its charter)

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

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

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

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

**(858) 800-3718**  
(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))

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.

### **Item 3.03 - Material Modification of the Rights of Security Holders.**

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

### **Item 5.03 - Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On April 6, 2018, Turtle Beach Corporation (the “Company”) filed a Certificate of Change with the Secretary of State of the State of Nevada to effect a 1-for-4 reverse stock split (the “Reverse Stock Split”) of the shares of the Company’s common stock, par value \$0.001 per share (“Common Stock”). The Amendment will become effective at 5:00 p.m. on April 6, 2018. The board of directors of the Company approved the Reverse Stock Split at a meeting duly held on April 2, 2018, and, in accordance with the procedures set forth in Nevada Revised Statutes Sections 78.207 and 78.209, the Reverse Stock Split did not require stockholder approval. The Reverse Stock Split is intended to enable the Company to regain compliance with the minimum bid price requirement contained in Nasdaq Listing Rule 5450(a)(1).

As a result of the Reverse Stock Split, every four shares of Common Stock authorized and outstanding immediately prior to the Reverse Stock Split will be reclassified and combined into one share of Common Stock. Accordingly, the total number of authorized shares of Common Stock will be reduced from 100,000,000 to 25,000,000. In addition, beginning with the opening of trading on April 9, 2018, the Common Stock will be available for trading on the Nasdaq Global Market on a Reverse Stock Split adjusted basis with a new CUSIP number, 900450 206.

No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who otherwise would have been entitled to receive fractional shares of Common Stock will have their holdings rounded up to the next whole share. Proportional adjustments will also be made to the Company’s outstanding warrants, stock options and other equity securities and to the Company’s 2013 Stock-Based Incentive Plan, as amended, to reflect the Reverse Stock Split, in each case, in accordance with the terms thereof.

The full text of the Certificate of Change is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

### **Item 9.01 — Financial Statements and Exhibits**

#### **(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#"><u>3.1</u></a>	Certificate of Change, dated April 6, 2018

**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 6, 2018

By: \_\_\_\_\_ /S/ JOHN T. HANSON

**John T. Hanson**  
**Chief Financial Officer, Treasurer and Secretary**



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



\*090103\*

**Certificate of Change Pursuant  
 to NRS 78.209**

Filed in the office of <i>Barbara K. Cegavske</i>	Document Number <b>20180157175-07</b>
Barbara K. Cegavske Secretary of State State of Nevada	Filing Date and Time <b>04/05/2018 11:00 AM</b>
	Entity Number <b>E0268272010-9</b>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Change filed Pursuant to NRS 78.209**  
**For Nevada Profit Corporations**

1. Name of corporation:  
 Turtle Beach Corporation

2. The board of directors have adopted a resolution pursuant to NRS 78.209 and have obtained any required approval of the stockholders.

3. The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change:

100,000,000 shares of common stock, par value \$0.001 per share; 1,000,000 shares of preferred stock, par value \$0.001 per share.

4. The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change:

25,000,000 shares of common stock, par value \$0.001 per share; 1,000,000 shares of preferred stock, par value \$0.001 per share.

5. The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series:

One (1) share of common stock, par value \$0.001 per share, for every four (4) shares of common stock, par value \$0.001 per share, issued and outstanding before the change.

6. The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby:

No issuance of fractional shares, each potential fractional share is rounded up to the next whole share.

7. Effective date and time of filing: (optional) Date: 04/06/2018 Time: 5:00 pm

8. Signature: (required) (must not be later than 90 days after the certificate is filed)

X *[Signature]*

Signature of Officer

*CHIEF FINANCIAL officer*

Title

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

This form must be accompanied by appropriate fees.

Nevada Secretary of State Stock Split  
 Revised: 1-5-15

