

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Stark Juergen M.</u> (Last) (First) (Middle) <u>C/O TURTLE BEACH CORPORATION</u> <u>11011 VIA FRONTERA, SUITE A/B</u> (Street) <u>SAN DIEGO</u> <u>CA</u> <u>92127</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Turtle Beach Corp [HEAR]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>08/08/2018</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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 & Pres</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/08/2018		M		35,000	A	\$7.72	265,131	D	
Common Stock	08/08/2018		S		29,413	D	\$29.45 ⁽¹⁾	235,718	D	
Common Stock	08/08/2018		S		5,587	D	\$28.78 ⁽²⁾	230,131	D	
Common Stock	08/09/2018		M		30,000	A	\$7.72	260,131	D	
Common Stock	08/09/2018		S		20,113	D	\$29.31 ⁽³⁾	240,018	D	
Common Stock	08/09/2018		S		9,887	D	\$28.84 ⁽²⁾	230,131	D	
Common Stock	08/10/2018		M		35,000	A	\$7.72	265,131	D	
Common Stock	08/10/2018		S		17,906	D	\$29.65 ⁽⁴⁾	247,225	D	
Common Stock	08/10/2018		S		17,094	D	\$29.3 ⁽⁵⁾	230,131	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$7.72	08/08/2018		M		35,000	(6)	09/03/2022	Common Stock	35,000	\$0	430,912	D	
Stock Option (Right to Buy)	\$7.72	08/09/2018		M		30,000	(6)	09/03/2022	Common Stock	30,000	\$0	400,912	D	
Stock Option (Right to Buy)	\$7.72	08/10/2018		M		35,000	(6)	09/03/2022	Common Stock	35,000	\$0	365,912	D	
Stock Option (Right to Buy)	\$7.24						(7)	05/29/2025	Common Stock	70,000		70,000	D	
Stock Option (Right to Buy)	\$4.64						(8)	04/04/2026	Common Stock	112,500		112,500	D	
Stock Option (Right to Buy)	\$2.04						(9)	11/13/2027	Common Stock	112,500		112,500	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)	\$3.12							(10)	04/11/2028	Common Stock	112,500		112,500	D	

Explanation of Responses:

1. The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$29.01 to \$29.90 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.
2. The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$28.60 to \$28.99 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. The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$29.00 to \$30.00 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. The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$29.51 to \$29.91 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.
5. The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$28.87 to \$29.50 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.
6. All shares were exercisable as of the transaction date.
7. 55,416 of the underlying shares have vested, with the remainder scheduled to vest in equal monthly installments until May 29, 2019.
8. 65,625 of the underlying shares have vested, with the remainder scheduled to vest in equal monthly installments until April 4, 2020.
9. One-quarter of the underlying shares will vest on November 13, 2018, with the remainder vesting with respect to 1/48 of the underlying shares each month thereafter.
10. One-quarter of the underlying shares will vest on April 11, 2019, with the remainder vesting with respect to 1/48 of the underlying shares each month thereafter.

Remarks:

/s/ Juergen Stark

** Signature of Reporting Person

08/10/2018

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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