

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 (Date of earliest event reported): July 23, 2012

Parametric Sound Corporation

(Exact name of registrant as specified in its charter)

Nevada
(State or Other Jurisdiction of
Incorporation)

000-54020
(Commission
File Number)

27-2767540
(I.R.S. Employer
Identification No.)

**13771 Danielson Street, Suite L
Poway, California 92064**
(Address of Principal Executive Offices)

**13125 Danielson Street, Suite #110
Poway, California 92064**
(Former Address)

888-477-2150
(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 240.14.a-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))

Item 8.01. Other Events

On July 23, 2012, we issued a press release announcing that we, through our newly formed wholly-owned subsidiary, PSC Licensing Corp., licensed our HyperSound™ technology to Epsilon Electronics, Inc. A copy of the press release is included as an exhibit to this report and incorporated by reference herein.

The license provides Epsilon the right to develop, manufacture and sell agreed upon consumer products incorporating our patented and patent pending non-linear acoustic technology. The license includes an initial six-month non-exclusive development term during which Epsilon is to create and test prototypes. Such initial six-month term may be extended for an additional six-month period if Epsilon determines in good faith that it is unable to produce a commercially viable and satisfactory prototype during the initial six-month term. Upon our approval of product prototypes and satisfaction of other conditions, Epsilon will have a manufacturing term license for three years from the first commercial shipment. Such three-year term may be renewed for additional three-year periods, subject to our right to terminate and subject to the satisfaction of specified conditions. The manufacturing term license is non-exclusive except with respect to the aftermarket automotive industry where it is exclusive for two years from the first commercial shipment subject to certain conditions.

The license requires a \$250,000 development term license fee due upon signing, a \$750,000 manufacturing term license fee due upon commencement of manufacture of the first product and an ongoing 15% royalty of net sales of products. The \$1,000,000 of license fees will offset the first \$1,000,000 of royalties. Subject to certain conditions, if we do not approve a prototype or Epsilon determines in good faith that it is unable to produce a commercially viable and satisfactory prototype during the development term, then the \$250,000 development term license fee is refundable.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release dated July 23, 2012

SIGNATURES

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 thereunto duly authorized.

Date: July 23, 2012

Parametric Sound Corporation

By: /s/ James A. Barnes

James A. Barnes

Chief Financial Officer, Treasurer and Secretary

**PARAMETRIC SOUND AND EPSILON ELECTRONICS SIGN LICENSE
AGREEMENT FOR HYPERSOUND™ TECHNOLOGY**

POWAY, California, July 23, 2012 – **Parametric Sound Corporation** (Nasdaq: PAMT), a leading innovator of directed audio products and solutions, today announced a License Agreement with Epsilon Electronics for the development and introduction of consumer products employing the Company's patented HyperSound technology. The arrangement is non-exclusive except for after-market automobile products for which Epsilon retains two-year exclusivity rights subject to certain conditions.

The license contemplates a six-month development term to create prototypes thereafter followed by a three-year manufacturing term.

"This agreement underscores our commitment to executing strategic licensing deals to deploy our HyperSound technology," said Kenneth F. Potashner, executive chairman of Parametric Sound. "These partnerships will open the door for the integration of our patented audio solutions into next-generation consumer products."

"We are excited about the opportunity to launch products that offer consumers a rich, immersive sound experience," said Jack Rochel, president of Epsilon Electronics. "Partnering with a technology innovator like Parametric is a key element of our strategy, and we anticipate this agreement will bring value to our company and the products we offer."

About Parametric Sound Corporation

Parametric Sound Corporation is a pioneering innovator of directed audio solutions. With a substantial body of intellectual property, Parametric Sound is the foremost authority in the application of acoustic technology to beam sound to target a specific listening area without the ambient noise of traditional speakers. Recent innovations produce a distinctive 3D audio image from just two speakers opening opportunities for 3D sound solutions for computers and entertainment. For more information, visit www.parametricsound.com.

About Epsilon Electronics Corporation

Epsilon Electronics, Inc. manufactures and markets audio and video systems for automobiles through its subsidiaries. Its subsidiaries include Fahrenheit Technologies, Soundstream Technologies and Power Acoustik Electronics. The company offers DVD (Digital Video Disc) players, Bluetooth systems, ceiling mount monitors, MultiProcessor Interrupt Controller (MPIC), and video accessories. It markets its products under Fahrenheit, Soundstream Technologies and Power Acoustik brand names. Epsilon Electronics, Inc. was founded in 1981 and is based in Montebello, California.

Cautionary note on forward-looking statements

This press release includes forward-looking information and statements. Except for historical information contained in this release, statements in this release, including those by Mr. Potashner, may constitute forward-looking statements regarding our assumptions, projections, expectations, targets, intentions or beliefs about future events that are based on management's belief, as well as assumptions made by, and information currently available to, management. While the Company believes that its expectations are based upon reasonable assumptions, there can be no assurances that the Company's goals and strategy will be realized. Numerous factors, including risks and uncertainties, may affect the Company's actual results and may cause results to differ materially from those expressed in forward-looking statements made by or on behalf of the Company. Some of these factors include the acceptance of new Parametric Sound products and technologies, the impact of competitive products and pricing, the timely development and release of products by the Company, general business and economic conditions, and other factors detailed in the Company's Annual Report on Form 10-K and other periodic reports filed with the SEC. Parametric Sound Corporation specifically disclaims any obligation to update or revise any forward-looking statement whether as a result of new information, future developments or otherwise.

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