

**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>Hanson John T</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CFO, Treasurer and Secretary
	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2022	
	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/01/2022		M		3,360	A	(1)	22,867	D	
Common Stock	04/01/2022		M		5,000	A	(2)	27,867	D	
Common Stock	04/01/2022		M		6,875	A	(2)	34,742	D	
Common Stock	04/01/2022		M		4,500	A	(2)	39,242	D	
Common Stock	04/01/2022		F		8,844 <sup>(3)</sup>	D	\$21.51	30,398	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					
Performance Stock Units	(4)	04/01/2022		M		3,360	(5)	(5)	Common Stock	3,360	\$0.00	0	D	
Restricted Stock Units	(6)	04/01/2022		M		5,000	(7)	(7)	Common Stock	5,000	\$0.00	5,000	D	
Restricted Stock Units	(6)	04/01/2022		M		6,875	(8)	(8)	Common Stock	6,875	\$0.00	13,750	D	
Restricted Stock Units	(6)	04/01/2022		M		4,500	(9)	(9)	Common Stock	4,500	\$0.00	13,500	D	
Restricted Stock Units	(6)	04/01/2022		A		24,000	(10)	(10)	Common Stock	24,000	\$0.00	24,000	D	
Stock Option (Right to Buy)	\$2.04							(11)	11/13/2027	Common Stock	2,696	2,696	D	
Stock Option (Right to Buy)	\$12.1							(12)	04/01/2029	Common Stock	14,167	14,167	D	
Stock Option (Right to Buy)	\$5.95							(13)	04/01/2030	Common Stock	33,230	33,230	D	
Stock Option (Right to Buy)	\$3.12							(14)	04/11/2028	Common Stock	29,391	29,391	D	

**Explanation of Responses:**

- Performance stock units were converted into common stock on a one-for-one basis.
- Restricted stock units were converted into common stock on a one-for-one basis.
- Represents shares withheld to satisfy tax withholding obligations upon the vesting of the shares of restricted stock and performance stock awarded to the reporting person.
- The securities are performance stock units representing a contingent right to receive one share of Turtle Beach Corporation common stock.
- Acquired upon achievement of certain performance criteria pursuant to one-third of the performance stock units granted April 1, 2021 under the Turtle Beach Corporation Stock Based 2013 Incentive Compensation Plan. The vesting of performance stock units is determined over a three-year period based on (i) the amount by which revenue growth exceeds a defined baseline market growth each year and (ii) the achievement of specified tiers of adjusted EBITDA as a percentage of net revenue each year, with the ability to earn and vest into such units ranging from 0% to 200%. These performance stock units vested on April 1, 2022.
- 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.
- These restricted stock units vest in equal annual installments until April 1, 2023.

8. These restricted stock units vest in equal annual installments until April 1, 2024.
9. These restricted stock units vest in equal annual installments until April 1, 2025.
10. One-quarter of these restricted stock units will vest on April 1, 2023, with the remainder of the restricted stock units vesting in equal annual installments until April 1, 2026.
11. All options were exercisable as of the transaction date.
12. All exercised options were exercisable as of the transaction date, with the remainder options scheduled to vest in equal monthly installments until April 1, 2023.
13. All exercised options were exercisable as of the transaction date, with the remainder options scheduled to vest in equal monthly installments until April 1, 2024.
14. These options are scheduled to vest in equal monthly installments until April 11, 2022.

**Remarks:**

/s/John T. Hanson

04/04/2022

\*\* 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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