

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

TURTLE BEACH CORPORATION

(Exact name of Registrant as specified in its charter)

Nevada
(State of Incorporation)

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

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

TURTLE BEACH CORPORATION
2013 STOCK-BASED INCENTIVE COMPENSATION PLAN (AS AMENDED)
(Full Title of the Plan)

John T. Hanson
Chief Financial Officer
Turtle Beach Corporation
11011 Via Frontera, Suite A/B
San Diego, California 92127
(Name and Address of Agent for Service)

(888) 496-8001
(Telephone Number, Including Area Code, of Agent for Service)

With a Copy to:

Gregory A. Scherneck, Esq.
Dechert LLP
Cira Centre, 2929 Arch Street
Philadelphia, PA 19104
(215) 994-4000

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 under the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
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 to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title Of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Common Stock, par value \$0.001 per share	2,300,000	\$11.68(2)	\$26,864,000(2)	\$3,255.92

- (1) This Registration Statement relates to 2,300,000 shares of common stock, par value \$0.001 per share (“Common Stock”), of Turtle Beach Corporation (the “Registrant”) not previously registered and available for issuance under the Registrant’s 2013 Stock-Based Incentive Compensation Plan (as amended, the “Plan”) pursuant to amendments to the Plan approved by the shareholders of the Registrant on April 1, 2015 (effective May 20, 2015) and June 12, 2018. Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall also cover any additional shares of Common Stock which become issuable under the Plan pursuant to this registration statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of Common Stock. The Registrant has previously registered 1,977,696 shares of Common Stock of the Registrant for issuance under the Plan.
 - (2) The Proposed Maximum Offering Price Per Share and Proposed Maximum Aggregate Offering Price have been calculated solely for purposes of determining the registration fee for this offering under Rule 457(c) and (h) under the Securities Act on the basis of the average of the high and low selling price per share of Common Stock on April 1, 2019, as reported by the NASDAQ Stock Market.
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EXPLANATORY NOTE

On April 1, 2015 (effective May 20, 2015) and June 12, 2018, the holders of a majority of the outstanding common stock, par value \$0.001 per share (the “Common Stock”), of Turtle Beach Corporation (the “Company” or the “Registrant”) approved two separate amendments to the Company’s 2013 Stock-Based Incentive Compensation Plan (as amended, the “Plan”) to increase the number of shares of Common Stock available for issuance under the Plan by an additional 800,000 shares and 1,500,000 shares, respectively (collectively, the “Additional Shares”). This Registration Statement on Form S-8 registers the 2,300,000 Additional Shares from those earlier increases that may be offered or sold to participants under the Plan, but does not increase the number of shares of Common Stock available for issuance under the Plan.

On February 18, 2014, the Company registered 1,977,696 shares of its Common Stock to be offered or sold to participants under the Plan pursuant to its Registration Statement on Form S-8 (File No. 333-193982) (the “Previous Registration Statement”). Accordingly, the contents of the Previous Registration Statement, including periodic reports that the Company filed with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), after the filing of the Previous Registration Statement, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

All of the share and per share amounts set forth herein give effect to the Company’s 1-for-4 reverse stock split effective April 6, 2018.

PART I

INFORMATION REQUIRED IN SECTION 10(a) PROSPECTUS

Information required in Part I of Form S-8 to be contained in a prospectus meeting the requirements of Section 10(a) of the Securities Act is not required to be filed with the Commission and is omitted from this Registration Statement in accordance with the explanatory note to Part I of Form S-8 and Rule 428 under the Securities Act. The documents containing the information specified in Part I of Form S-8 will be sent or given to directors, officers, employees and consultants as specified by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant is registering additional securities under the Plan covered hereby for which the Previous Registration Statement is currently effective. This registration statement is filed solely to register the 2,300,000 Additional Shares of Common Stock for issuance under the Plan. Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Previous Registration Statement, including periodic reports that the Company filed with the Commission pursuant to the Exchange Act.

Item 8. Exhibits.

See Exhibit Index.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1*	<u>Articles of Incorporation of Turtle Beach Corporation, as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-3 filed with the Commission on August 6, 2018).</u>
4.2*	<u>Bylaws, as amended, of Turtle Beach Corporation (incorporated by reference to Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on August 11, 2014).</u>
4.3*	<u>Stockholder Agreement, dated August 5, 2013, by and among Turtle Beach Corporation and certain of our shareholders, (incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed with the Commission on August 5, 2013).</u>
4.4*	<u>Amendment No. 1 to the Stockholder Agreement, dated July 10, 2014, by and among the Company and the shareholders party thereto (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the Commission on July 10, 2014).</u>
4.5*	<u>Form of Turtle Beach Corporation stock certificate. (incorporated by reference to Exhibit 4.1 to the Registrant's Form 10/A filed with the Commission on July 27, 2010.)</u>
4.6*	<u>Warrant, issued to SG VTB Holdings, LLC, dated July 22, 2015 (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the Commission on July 23, 2015).</u>
4.7*	<u>Warrant, issued to SG VTB Holdings, LLC, dated November 16, 2015 (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the Commission on November 20, 2015).</u>
4.8*	<u>Form of Warrant (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the Commission on April 27, 2018).</u>
4.9*	<u>Registration Rights Agreement, dated April 23, 2018, by and among Turtle Beach Corporation and the investors named therein (incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed with the Commission on April 27, 2018).</u>
5.1	<u>Opinion of Snell & Wilmer, L.L.P. (filed herewith).</u>
10.1*	<u>Amended and Restated Turtle Beach Corporation 2013 Stock-Based Incentive Compensation Plan, as amended (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on August 6, 2018).</u>
23.1	<u>Consent of BDO USA, LLP (filed herewith).</u>
23.2	<u>Consent of Snell & Wilmer L.L.P. (included in Exhibit 5.1 filed herewith).</u>
24.1	<u>Power of Attorney (contained on signature page hereto).</u>

* Previously filed and incorporated herein by reference.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of San Diego, California, on this 2nd day of April, 2019.

Turtle Beach Corporation

By: /s/ JUERGEN STARK

Juergen Stark

Chief Executive Officer, President and Director

POWER OF ATTORNEY

KNOW TO ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Juergen Stark and John T. Hanson, each and individually, his or her attorneys-in-fact, with full power of substitution and resubstitution, for him or her in any and all capacities, to sign any or all amendments or post-effective amendments to this Registration Statement and to file the same with the Securities and Exchange Commission, granting unto each of such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that each such attorney-in-fact, or his agent or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement on Form S-8 has been signed by the following persons in the capacities indicated on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<hr/> <u>/s/ JUERGEN STARK</u> Juergen Stark	Chief Executive Officer, President and Director <i>(Principal Executive Officer)</i>	April 2, 2019
<hr/> <u>/s/ JOHN T. HANSON</u> John T. Hanson	Chief Financial Officer, Treasurer and Secretary <i>(Principal Financial Officer and Principal Accounting Officer)</i>	April 2, 2019
<hr/> <u>/s/ RONALD DOORNINK</u> Ronald Doornink	Non-Executive Chairman of the Board and Director	April 2, 2019
<hr/> <u>/s/ GREGORY BALLARD</u> Gregory Ballard	Director	April 2, 2019
<hr/> <u>/s/ WILLIAM E. KEITEL</u> William E. Keitel	Director	April 2, 2019
<hr/> <u>/s/ ANDREW WOLFE</u> Andrew Wolfe	Director	April 2, 2019

April 2, 2019

Turtle Beach Corporation
11011 Via Frontera, Suite A/B
San Diego, California 92127

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for Turtle Beach Corporation, a Nevada corporation (the "Company"), in connection with the preparation of a Registration Statement on Form S-8 to be filed with the Securities and Exchange Commission (the "Registration Statement"), with respect to the registration under the Securities Act of 1933, as amended, of 2,300,000 shares of the Company's common stock, par value \$0.001 per share (the "Shares"), to be offered and sold under the Company's 2013 Stock-Based Incentive Compensation Plan (the "2013 Plan").

We have examined the Registration Statement, the 2013 Plan, the Company's Articles of Incorporation and Bylaws, as amended, and such other documents, records, certificates, memoranda, and other instruments as we deem necessary as a basis for this opinion. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity of originals of all documents submitted to us as copies thereof, and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

We express no opinion as to the applicability or compliance with or effect of federal law or the law of any jurisdiction other than Nevada.

Based upon our examination, subject to the assumptions stated above and relying on the statements in the documents we have examined, we are of the opinion that:

The Shares, when issued in accordance with the terms of the 2013 Plan, will be validly issued, fully paid and non-assessable.

We hereby consent to your filing this opinion as an exhibit to the Registration Statement and to the use of our name wherever it appears in the Registration Statement. In giving this consent, we do not consider that we are "experts" within the meaning of such term as used in the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

It is understood that this opinion is to be used only in connection with the offer of the Shares while the Registration Statement is in effect.

Very truly yours,

/s/ Snell & Wilmer L.L.P.

Snell & Wilmer L.L.P.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Turtle Beach Corporation
San Diego, California

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 18, 2019, relating to the consolidated financial statements, the effectiveness of Turtle Beach Corporation's internal control over financial reporting, and schedules of Turtle Beach Corporation appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2018. Our report on the effectiveness of internal control over financial reporting expresses an adverse opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2018.

We also consent to the reference to us under the caption "Experts" in the Prospectus.

/s/ BDO USA, LLP

BDO USA, LLP
New York, New York
April 2, 2019