

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Stark Juergen M.</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer & Pres
	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		13,999	A	(1)	102,499	D	
Common Stock	04/01/2022		M		14,375	A	(2)	116,874	D	
Common Stock	04/01/2022		M		13,250	A	(2)	130,124	D	
Common Stock	04/01/2022		M		12,500	A	(2)	142,624	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
Performance Stock Unit	(3)	04/01/2022		M			13,999	(4)	(4)	Common Stock	13,999	\$0.00	0	D	
Restricted Stock Unit	(5)	04/01/2022		M			14,375	(6)	(6)	Common Stock	14,375	\$0.00	28,750	D	
Restricted Stock Unit	(5)	04/01/2022		M			13,250	(7)	(7)	Common Stock	13,250	\$0.00	13,250	D	
Restricted Stock Unit	(5)	04/01/2022		M			12,500	(8)	(8)	Common Stock	12,500	\$0.00	37,500	D	
Restricted Stock Units	(5)	04/01/2022		A		65,000		(9)	(9)	Common Stock	65,000	\$0.00	65,000	D	
Stock Option (Right to Buy)	\$7.24							(10)	05/29/2025	Common Stock	70,000		70,000	D	
Stock Option (Right to Buy)	\$4.64							(10)	04/04/2026	Common Stock	112,500		112,500	D	
Stock Option (Right to Buy)	\$2.04							(10)	11/13/2027	Common Stock	92,500		92,500	D	
Stock Option (Right to Buy)	\$3.12							(11)	04/11/2028	Common Stock	112,500		112,500	D	
Stock Option (Right to Buy)	\$12.1							(12)	04/01/2029	Common Stock	105,000		105,000	D	
Stock Option (Right to Buy)	\$5.95							(13)	04/01/2030	Common Stock	115,000		115,000	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.
- These 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.

6. These restricted stock units vest in equal annual installments until April 1, 2024.

7. 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, 2025.

9. 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.

10. All options were exercisable as of the transaction date.

11. These options are scheduled to vest in equal monthly installments until April 11, 2022.

12. These options are scheduled to vest in equal monthly installments until April 1, 2023.

13. These options are scheduled to vest in equal monthly installments until April 1, 2024.

**Remarks:**

/s/Juergen Stark

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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**