

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Stark Juergen M.</u>  (Last) (First) (Middle) <u>C/O TURTLE BEACH CORPORATION</u> <u>44 SOUTH BROADWAY, 4TH FLOOR</u>  (Street) <u>WHITE PLAINS NY</u> <u>10601</u>  (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) <p style="text-align: right;"><b>CEO &amp; President</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/01/2023</u>	
	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	04/01/2023		M		14,375	A	(I)	156,999	D	
Common Stock	04/01/2023		M		13,250	A	(I)	170,249	D	
Common Stock	04/01/2023		M		12,500	A	(I)	182,749	D	
Common Stock	04/01/2023		M		16,250	A	(I)	198,999	D	
Common Stock	04/01/2023		F		27,949 <sup>(2)</sup>	D	\$10.02	171,050	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					
Restricted Stock Units	(3)	04/01/2023		M		14,375	(4)	(4)	Common Stock	14,375	\$0	14,375	D	
Restricted Stock Units	(3)	04/01/2023		M		13,250	(5)	(5)	Common Stock	13,250	\$0	0	D	
Restricted Stock Units	(3)	04/01/2023		M		12,500	(6)	(6)	Common Stock	12,500	\$0	25,000	D	
Restricted Stock Units	(3)	04/01/2023		M		16,250	(7)	(7)	Common Stock	16,250	\$0	48,750	D	
Restricted Stock Units	(3)	04/01/2023		A		85,000	(8)	(8)	Common Stock	85,000	\$0	85,000	D	
Restricted Stock Units	(3)						(9)	(9)	Common Stock	9,570		9,570	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						(10)	04/11/2028	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)	\$12.1							(10)	04/01/2029	Common Stock	105,000		105,000	D	
Stock Option (Right to Buy)	\$5.95							(11)	04/01/2030	Common Stock	115,000		115,000	D	

**Explanation of Responses:**

1. Restricted stock units were converted into common stock on a one-for-one basis.
2. Represents shares withheld to satisfy tax withholding obligations upon the vesting of the shares of restricted stock awarded to the reporting person.
3. 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.
4. These restricted stock units vest in equal annual installments until April 1, 2024.
5. These restricted stock units vested in full on April 1, 2023.
6. These restricted stock units vest in equal annual installments until April 1, 2025.
7. These restricted stock units vest in equal annual installments until April 1, 2026.
8. One-quarter of these restricted stock units will vest on April 1, 2024, with the remainder of the restricted stock units vesting in equal annual installments until April 1, 2027.
9. These restricted stock units will vest in full on May 17, 2023, subject to continued employment in good standing through such date.
10. All options were exercisable as of the transaction date.
11. These options are scheduled to vest in equal monthly installments until April 1, 2024.

/s/ Juergen Stark

04/04/2023

\*\* 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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