

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>Keim Cris</u>			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) _____ CEO		
(Last) (First) (Middle) <u>C/O TURTLE BEACH CORPORATION</u> <u>44 SOUTH BROADWAY, 4TH FLOOR</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>03/18/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street) <u>WHITE PLAINS NY</u> <u>10601</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		
(City) (State) (Zip)								

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/18/2024		F ⁽¹⁾		4,102	D	\$0	13,824	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 Units	(2)	03/18/2024		A		4,000		(3)	(3)	Common stock	4,000	\$0	4,000	D	
Performance Stock Unit	(2)	03/18/2024		A		4,667		(4)	(4)	Common stock	4,667	\$0	4,667	D	
Performance Stock Units	(2)	03/18/2024		A		5,868		(5)	(5)	Common stock	5,868	\$0	5,868	D	
Restricted Stock Units	(6)							(7)	(7)	Common stock	6,875		6,875	D	
Restricted Stock Units	(6)							(8)	(8)	Common stock	9,000		9,000	D	
Restricted Stock Units	(6)							(9)	(9)	Common stock	15,750		15,750	D	
Restricted Stock Units	(6)							(10)	(10)	Common stock	28,000		28,000	D	
Stock Option (Right to Buy)	\$12.1							(11)	04/01/2029	Common stock	19,167		19,167	D	
Stock Option (Right to Buy)	\$5.95							(12)	04/01/2030	Common stock	12,605		12,605	D	

Explanation of Responses:

- Represents shares withheld to satisfy tax withholding obligations upon the vesting of the shares of deferred 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 2023 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 will vest with respect to the underlying shares of Turtle Beach Corporation common stock on April 1, 2024, subject to continued employment through such date.
- Acquired upon achievement of certain performance criteria pursuant to one-third of the performance stock units granted April 1, 2022 under the Turtle Beach Corporation Stock Based 2023 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 will vest with respect to the underlying shares of Turtle Beach Corporation common stock on April 1, 2024, subject to continued employment through such date.
- Acquired upon achievement of certain performance criteria pursuant to one-third of the performance stock units granted April 1, 2023 under the Turtle Beach Corporation Stock Based 2023 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 will vest with respect to the underlying shares of Turtle Beach Corporation common stock on April 1, 2024, subject to continued employment through such date.
- 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.

7. These restricted stock units vest in equal annual installments until April 1, 2024.
8. These restricted stock units vest in equal annual installments until April 1, 2025.
9. These restricted stock units vest in equal annual installments until April 1, 2026.
10. 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.
11. These options were exercisable as of the transaction date.
12. These options are scheduled to vest in equal monthly installments until April 1, 2024.

/s/ John T. Hanson, attorney-in-
fact for Cris Keim 03/20/2024

** 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.