

OMB APPROVAL	
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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>			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) <b>CEO &amp; President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/11/2023</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		
<u>100 SUMMIT LAKE DRIVE, SUITE 100</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>VALHALLA</u>	<u>NY</u>	<u>10594</u>	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/11/2023		M		46,000	A	\$3.12	407,474	D	
Common Stock	05/11/2023		M		12,500 <sup>(1)</sup>	A	\$4.64	419,974	D	
Common Stock	05/11/2023		S		46,000	D	\$11.06 <sup>(2)</sup>	373,974	D	
Common Stock	05/12/2023		M		17,500	A	\$3.12	391,474	D	
Common Stock	05/12/2023		M		12,500 <sup>(1)</sup>	A	\$4.64	403,974	D	
Common Stock	05/12/2023		S		17,500	D	\$10.87 <sup>(3)</sup>	386,474	D	
Common Stock	05/15/2023		M		18,500	A	\$3.12	404,974	D	
Common Stock	05/15/2023		S		18,500	D	\$10.62 <sup>(4)</sup>	386,474	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
Stock Option (Right to Buy)	\$3.12	05/11/2023		M		46,000		(5)(7)	06/30/2024	Common Stock	46,000	\$0	46,000	D	
Stock Option (Right to Buy)	\$4.64	05/11/2023		M		12,500		(5)(7)	06/30/2024	Common Stock	12,500	\$0	75,000	D	
Stock Option (Right to Buy)	\$3.12	05/12/2023		M		17,500		(5)(7)	06/30/2024	Common Stock	17,500	\$0	28,500	D	
Stock Option (Right to Buy)	\$4.64	05/12/2023		M		12,500		(5)(7)	06/30/2024	Common Stock	12,500	\$0	62,500	D	
Stock Option (Right to Buy)	\$3.12	05/15/2023		M		18,500		(5)(7)	06/30/2024	Common Stock	18,500	\$0	10,000	D	
Stock Option (Right to Buy)	\$7.24							(5)(7)	06/30/2024	Common Stock	70,000		70,000	D	
Stock Option	\$12.1							(5)(7)	06/30/2024	Common Stock	105,000		105,000	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				
(Right to Buy)															
Stock Option (Right to Buy)	\$5.95							(5)(6)(7)	06/30/2024	Common Stock	115,000		115,000	D	

**Explanation of Responses:**

1. Reflects shares held following options exercises, resulting in a net increase of 25,000 shares held.
2. Reflects the weighted average price of sales on May 11, 2023. The shares were sold in multiple transactions at prices ranging from \$10.89 to \$11.29, inclusive. The reporting person undertakes to provide to Turtle Beach Corporation, any security holder of Turtle Beach Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
3. Reflects the weighted average price of sales on May 12, 2023. The shares were sold in multiple transactions at prices ranging from \$10.60 to \$11.23, inclusive. The reporting person undertakes to provide to Turtle Beach Corporation, any security holder of Turtle Beach Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
4. Reflects the weighted average price of sales on May 15, 2023. The shares were sold in multiple transactions at prices ranging from \$10.54 to \$10.75, inclusive. The reporting person undertakes to provide to Turtle Beach Corporation, any security holder of Turtle Beach Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
5. All options were exercisable as of the transaction date.
6. The vesting of these options was accelerated pursuant to the previously-disclosed separation letter agreement dated as of May 1, 2023 between the issuer and the reporting person (the "Separation Letter").
7. The expiration date of these options was revised under the terms of the Separation Letter to the earlier of (x) the then-remaining term pursuant to the terms of each option or (y) the first anniversary of the June 30, 2023.

/s/ Juergen Stark

05/15/2023

\*\* 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.

**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.**