

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): December 5, 2022

Turtle Beach Corporation

(Exact Name of Registrant as Specified in Its Charter)

001-35465

(Commission File Number)

Nevada

(State or Other Jurisdiction of Incorporation)

27-2767540

(I.R.S. Employer Identification No.)

44 South Broadway, 4th Floor

White Plains, New York 10601

(Address of principal executive offices, including zip code)

(888) 496-8001

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.001	HEAR	The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter):

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 pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 5, 2022, the Board of Directors (the "Board") of Turtle Beach Corporation (the "Company") increased the size of the Board from eight (8) to nine (9) members and appointed Julia W. Sze to the Board. The expansion of the Board and Ms. Sze's appointment are in furtherance of the commitments that the Company made to The Donerail Group LP ("Donerail") in the Cooperation Agreement, dated May 13, 2022, by and among the Company, Donerail, SCW Capital Management, LP and the other parties named therein.

The Board has determined that Ms. Sze is an independent director as defined in the listing standards of The Nasdaq Stock Market LLC and the applicable rules of the Securities and Exchange Commission. Ms. Sze will receive the Company's standard compensation for non-employee directors, pro-rated from the date of her appointment, as described in the Company's proxy statement for its 2022 Annual Meeting of Stockholders, which was filed on May 20, 2022.

Other than as described in this Item 5.02, there are no arrangements or understandings between Ms. Sze and any other person pursuant to which she was selected as a director. Ms. Sze is not party to any transaction that would require disclosure under Item 404(a) of Regulation S-K.

Item 7.01. Regulation FD.

On December 6, 2022, the Company issued a press release announcing Ms. Sze's appointment to the Board. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 7.01 is being furnished pursuant to Regulation FD and no part shall be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

d) Exhibits.

Exhibit No.	Description
99.1	Press Release of Turtle Beach Corporation, dated December 6, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Dated: December 6, 2022

TURTLE BEACH CORPORATION

By: /s/ JOHN T. HANSON

John T. Hanson

Chief Financial Officer, Treasurer and Secretary

Turtle Beach Appoints Julia Sze to the Board of Directors

Skilled Leader Brings Over 25 Years of Senior Executive Experience in Capital Markets and Investment Management

With Ms. Sze's Appointment, the Turtle Beach Board Has Replaced the Majority of Its Board Members in the Last Seven Months, In Furtherance of its May 2022 Cooperation Agreement with The Donerail Group LP

WHITE PLAINS, N.Y.–(BUSINESS WIRE)–Dec. 6, 2022– Leading gaming accessory maker Turtle Beach Corporation (Nasdaq: HEAR) ("Turtle Beach" or the "Company"), today announced the appointment of Julia Sze to the Company's Board of Directors.

Ms. Sze is a Chartered Financial Analyst with over 25 years of senior executive experience in capital markets and investment management. She currently serves as an impact investor, working with clients to effectively translate their mission and values into investment strategies to generate growth. Prior to the founding of her consulting practice, Ms. Sze served as Chief Investment Officer for Wells Fargo Family Wealth Group, managing over \$1 billion in assets, and for Bank of America's Alternative Investments Group, leading the Western region team and providing sales support and education for private banking teams. Ms. Sze has also served as an economic consultant and portfolio manager of leading funds in the Asia Pacific equity markets at Cameron Global Investments, Credit Lyonnais Asset Management and Indosuez Asset Management. Additionally, Ms. Sze is a distinguished professional faculty member of UC Berkeley Haas School of Business and University of New Mexico Anderson School of Management. Ms. Sze currently serves on the Boards of Cavco Industries (Nasdaq: CVCO), Laird Norton Wealth Management and Tern Bicycles, LLC.

"We are excited to welcome Julia, a seasoned executive with over two decades of experience in capital markets and investment management to the Turtle Beach Board of Directors," said Juergen Stark, Chairman of the Board and CEO, Turtle Beach Corporation. "Julia brings an important investor perspective to the boardroom, underscored by her extensive experience managing investment portfolios, and we look forward to leveraging this perspective with regards to our strategy, capital allocation plans and future growth."

"It is an honor to join a Board with such strong and diverse experience, across different industries," said Julia Sze. "Turtle Beach is at an important point in its evolution, and I believe we have ample opportunities ahead in the gaming market. I am excited to contribute to the Board and help position the Company for long-term success."

With Ms. Sze's appointment, the Turtle Beach Board comprises nine directors, eight of whom are independent. Ms. Sze's appointment is in furtherance of the commitments that the Company made in its May 2022 Cooperation Agreement with The Donerail Group LP.

About Turtle Beach Corporation

Turtle Beach Corporation (the "Company") (www.turtlebeachcorp.com) is one of the world's leading gaming accessory providers. The Company's namesake Turtle Beach brand (www.turtlebeach.com) is known for designing best-selling gaming headsets, top-rated game controllers, and groundbreaking gaming simulation accessories. Innovation, first-to-market features, a broad range of products for all types of gamers, and top-rated customer support have made Turtle Beach a fan-favorite brand and the market leader in console gaming audio for over a decade. Turtle Beach's ROCCAT brand (www.roccat.com) combines detail-loving German innovation with a genuine passion for designing the best PC gaming products, including award-winning keyboards, mice, headsets, mousepads, and other PC accessories. Turtle Beach's Neat Microphones brand (www.neatmic.com) creates high-quality USB and analog microphones for gamers, streamers, professionals, and students that embrace cutting-edge technology and design. Turtle Beach's shares are traded on the Nasdaq Exchange under the symbol: HEAR.

Investor Information:

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