

**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): July 6, 2023

TURTLE BEACH CORPORATION

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
Incorporation or organization)

001-35465
Commission
File No.

27-2767540
(I.R.S. Employer
Identification No.)

44 South Broadway, 4th Floor
White Plains, NY 10601
(Address of principal executive offices) (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 obligations 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001	HEAR	The Nasdaq Global Market
Preferred Stock Purchase Rights	NA	The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in 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.

Approval of an Amendment to the Turtle Beach Corporation 2013 Stock-Based Incentive Compensation Plan (as Amended)

At the 2023 Annual Meeting of Stockholders (the “Annual Meeting”) of Turtle Beach Corporation (the “Company”) held on July 6, 2023, the Company’s stockholders approved an amendment to the Turtle Beach Corporation 2013 Stock-Based Incentive Compensation Plan (as amended) (the “2013 Plan”) to, among other things, (i) change the name of the 2013 Plan to Turtle Beach Corporation 2023 Stock-Based Incentive Compensation Plan, and (ii) increase the number of shares of the Company’s common stock, par value \$0.001 per share (the “common stock”), authorized for issuance under the 2013 Plan by 1,049,000, (the “2023 Stock Plan Amendment” and the 2013 Plan, after giving effect to the 2023 Stock Plan Amendment, the “Amended Plan”). The 2023 Stock Plan Amendment previously had been approved, subject to stockholder approval, by the Company’s Board of Directors (the “Board”) on May 15, 2023. The 2023 Stock Plan Amendment is described in more detail in the Company’s definitive proxy statement (the “Definitive Proxy Statement”), as filed with the U.S. Securities and Exchange Commission on May 26, 2023.

The summary of 2023 Stock Plan Amendment does not purport to be complete and is qualified in its entirety by reference to the text of the 2023 Stock Plan Amendment filed as Exhibit 10.1 to this Current Report on Form 8-K, which is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On July 6, 2023, the Company held by live webcast its Annual Meeting. A quorum was present at the Annual Meeting. Matters submitted to the Company’s stockholders and voted upon at the Annual Meeting, which are more fully described in the Company’s Definitive Proxy Statement, were (1) the election of seven nominees to the Board, (2) the ratification of the appointment of Ernst & Young LLP, as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023, (3) the approval of an amendment to the Company’s 2013 Stock-Based Incentive Compensation Plan to increase the total number of shares of common stock authorized for grant under the 2013 Plan from 5,277,353 shares to 6,326,353 shares, and (4) an advisory vote on the compensation of the Company’s named executive officers (“NEOs”).

The tables below show the votes cast for, against or withheld, as well as the number of abstentions, as to each proposal, including a separate tabulation with respect to each nominee for director.

Proposal 1. Election of Directors.

<u>Nominee</u>	<u>For</u>	<u>Withheld Authority</u>	<u>Broker Non-Votes</u>
Terry Jimenez	7,724,835	1,765,549	4,103,762
L. Gregory Ballard	7,170,111	2,320,273	4,103,762
Katherine L. Scherping	7,883,233	1,607,151	4,103,762
Julia W. Sze	7,922,396	1,567,988	4,103,762
Michelle D. Wilson	7,917,151	1,573,233	4,103,762
Andrew Wolfe, Ph.D.	7,827,447	1,662,937	4,103,762
William Wyatt	7,850,357	1,640,027	4,103,762

Proposal 2. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2023.

For	Against	Abstain
12,535,824	812,672	245,650

Proposal 3. Approval of an amendment to the Company's 2013 Stock-Based Incentive Compensation Plan to increase the total number of shares of common stock authorized for grant under the 2013 Plan from 5,227,353 shares to 6,326,353 shares.

For	Against	Abstain	Broker Non-Votes
6,069,537	3,152,667	268,180	4,103,762

Proposal 4. Advisory vote on the compensation of NEOs.

For	Against	Abstain	Broker Non-Votes
6,881,167	2,074,467	534,750	4,103,762

As a result of the vote disclosed above, each of the seven director nominees listed above was duly elected to serve for a one-year term expiring at the Company's 2024 Annual Meeting of Stockholders

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are included with this Current Report on Form 8-K:

Exhibit No.	Description
10.1	Amendment No. 2023-1 to the Turtle Beach Corporation 2013 Stock-Based Incentive Compensation Plan (Filed herewith)
104	Cover Page Interactive Data File – the cover page Inline XBRL tags are 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, thereto duly authorized.

Dated: July 12, 2023

TURTLE BEACH CORPORATION

By: /S/ JOHN T. HANSON

John T. Hanson
Chief Financial Officer, Treasurer and Secretary

**AMENDMENT NO. 2023-1 TO
TURTLE BEACH CORPORATION
2013 STOCK-BASED INCENTIVE COMPENSATION PLAN
(as amended and restated)**

May 15, 2023

WHEREAS, Turtle Beach Corporation, a Nevada corporation (the “Company”), maintains the Company’s 2013 Stock-Based Incentive Compensation Plan, which was most recently amended and restated effective as of June 14, 2019 (the “Plan”) for the benefit of eligible employees of the Company or its subsidiaries or affiliates, non-employee members of the Board, and other service providers who perform services for the Company or its subsidiaries or affiliates; and

WHEREAS, the Company desires to amend the Plan to increase the total number of shares of common stock of the Company that may be issued or transferred under the Plan, to update the number of shares of common stock that may be granted as incentive stock options and change the name of the Plan; and

NOW, THEREFORE, in accordance with the foregoing and subject to approval of the Company’s stockholders, the Plan shall be, and hereby is, amended as follows:

1. The name of the Plan shall be amended to read as follows:

“Turtle Beach Corporation 2023 Stock-Based Incentive Compensation Plan”

Any and all references in the Plan to the Turtle Beach Corporation 2013 Stock-Based Incentive Compensation Plan shall be deemed to be to the Turtle Beach Corporation 2023 Stock-Based Incentive Compensation Plan.

2. Section 6.1 of the Plan is hereby deleted in its entirety and replaced with the following:

“6.1 Number of Shares. Subject to adjustment as provided in Section 15 and the provisions of this Section 6, the total number of shares of Common Stock reserved and available for issuance pursuant to Awards granted under the Plan shall be 4,302,353, plus effective as of the date of stockholder approval, an additional 1,049,000 shares of Common Stock.

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3. Clause (i) of Section 6.2 is hereby deleted in its entirety and replaced with the following:
“(i) the maximum number of shares of Common Stock available for Awards that are intended to be Incentive Stock Options shall not exceed 5,351,353”
 4. Except as modified herein, all provisions of the Plan shall remain in full force and effect.

SIGNATURE PAGE FOLLOWS

IN WITNESS WHEREOF, the undersigned has executed this Amendment No. 2023-1 to the Company's 2013 Stock-Based Incentive Compensation Plan (as amended and restated effective as of June 14, 2019) as of the date first set forth above.

TURTLE BEACH CORPORATION

By: /s/ John T. Hanson

Name: John T. Hanson

Title: Chief Financial Officer and Treasurer

SIGNATURE PAGE TO AMENDMENT NO. 2023-1 TO STOCK-BASED INCENTIVE COMPENSATION PLAN