

Stark Juergen M.
Form 4
April 17, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Stark Juergen M.

(Last) (First) (Middle)

C/O TURTLE BEACH CORPORATION, 11011 VIA FRONTERA, SUITE A/B

(Street)

SAN DIEGO, CA 92127

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Turtle Beach Corp [HEAR]

3. Date of Earliest Transaction (Month/Day/Year)
04/15/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer & Pres

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 04/15/2019 | | F | 2,067 D | \$ 11.99 | 152,908 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Underlying Securities (Instr. 3 and 4) | 8. F. Derivative Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (1) | | | | | (2) | (2) | Common Stock | 53,000 |
| Stock Option (Right to Buy) | \$ 7.72 | | | | | (3) | 09/03/2022 | Common Stock | 365,912 |
| Stock Option (Right to Buy) | \$ 7.24 | | | | | (4) | 05/29/2025 | Common Stock | 70,000 |
| Stock Option (Right to Buy) | \$ 4.64 | | | | | (5) | 04/04/2026 | Common Stock | 112,500 |
| Stock Option (Right to Buy) | \$ 2.04 | | | | | (6) | 11/13/2027 | Common Stock | 112,500 |
| Stock Option (Right to Buy) | \$ 3.12 | | | | | (7) | 04/11/2028 | Common Stock | 112,500 |
| Stock Option (Right to Buy) | \$ 12.1 | | | | | (8) | 04/01/2029 | Common Stock | 105,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | Chief Executive Officer & Pres | |

Stark Juergen M.
C/O TURTLE BEACH CORPORATION
11011 VIA FRONTERA, SUITE A/B
SAN DIEGO, CA 92127

Signatures

/s/ Juergen Stark 04/17/2019

__Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) 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.
 - (2) Restricted stock units will vest in accordance with the grant agreements. Vested shares will be delivered to the reporting person promptly following the vesting thereof.
 - (3) All shares were exercisable as of the transaction date.
 - (4) These shares are scheduled to vest in equal monthly installments until May 29, 2019.
 - (5) These shares are scheduled to vest in equal monthly installments until April 4, 2020.
 - (6) These shares are scheduled to vest in equal monthly installments until November 13, 2021.
 - (7) These shares are scheduled to vest in equal monthly installments until April 11, 2022.
 - (8) One-quarter of the underlying shares will vest on April 1, 2020, with the remainder vesting with respect to 1/48 of the underlying shares each month thereafter

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.