

Hanson John T
 Form 4
 August 10, 2018

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 *
 Hanson John T

(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)
 08/09/2018

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)
 CFO, Treasurer and Secretary

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)			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)
				Code	V	Amount or Price			
Common Stock	08/09/2018		M			16,590 A \$ 7.72	16,590	D	
Common Stock	08/09/2018		M			12,604 A \$ 16.52	29,194	D	
Common Stock	08/09/2018		M			23,750 A \$ 7.24	52,944	D	
Common Stock	08/09/2018		M			12,080 A \$ 4.64	65,024	D	
Common Stock	08/09/2018		S			11,900 D \$ 30.23	53,124	D	

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					<u>(1)</u>		
					\$		
Common Stock	08/09/2018		S	53,124	D	29.24	0 D
						<u>(2)</u>	

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 7.72	08/09/2018		M	16,590	<u>(3)</u> 01/30/2024	Common Stock	16,590
Stock Option (Right to Buy)	\$ 16.52	08/09/2018		M	12,604	<u>(4)</u> 11/19/2024	Common Stock	12,604
Stock Option (Right to Buy)	\$ 7.24	08/09/2018		M	23,750	<u>(5)</u> 05/29/2025	Common Stock	23,750
Stock Option (Right to Buy)	\$ 4.64	08/09/2018		M	12,080	<u>(6)</u> 04/04/2026	Common Stock	12,080
Stock Option (Right to Buy)	\$ 2.04					<u>(7)</u> 11/13/2027	Common Stock	26,513
Stock Option	\$ 3.12					<u>(8)</u> 04/11/2028	Common Stock	29,391

(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hanson John T C/O TURTLE BEACH CORPORATION 11011 VIA FRONTERA, SUITE A/B SAN DIEGO, CA 92127			CFO, Treasurer and Secretary	

Signatures

/s/ John T.
Hanson

08/10/2018

__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 price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$30.00 to \$30.65 per share. The reporting person will provide to the issuer, any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - (2) The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$29.00 to \$29.99 per share. The reporting person will provide to the issuer, any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - (3) All shares are exercisable as of the transaction date.
 - (4) All exercised shares were exercisable as of the transaction date, with the remainder scheduled to vest in equal monthly installments until November 19, 2018.
 - (5) All exercised shares were exercisable as of the transaction date, with the remainder scheduled to vest in equal monthly installments until May 29, 2019.
 - (6) All exercised shares were exercisable as of the transaction date, with the remainder scheduled to vest in equal monthly installments until April 4, 2020.
 - (7) One-quarter of the underlying shares will vest on November 13, 2018, with the remainder vesting with respect to 1/48 of the underlying shares each month thereafter.
 - (8) One-quarter of the underlying shares will vest on April 11, 2019, 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.