

Hanson John T
 Form 4
 April 03, 2019

FORM 4

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

OMB APPROVAL

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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)
 04/01/2019

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)
 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) (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	

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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	04/01/2019	A		20,000		<u>(2)</u>	<u>(2)</u>	Common Stock	20,000
Stock Option (Right to Buy)	\$ 12.1	04/01/2019	A		40,000		<u>(3)</u>	04/01/2029	Common Stock	40,000
Stock Option (Right to Buy)	\$ 16.52						<u>(4)</u>	11/19/2024	Common Stock	1,146
Stock Option (Right to Buy)	\$ 7.24						<u>(5)</u>	05/29/2025	Common Stock	6,250
Stock Option (Right to Buy)	\$ 4.64						<u>(6)</u>	04/04/2026	Common Stock	8,630
Stock Option (Right to Buy)	\$ 2.04						<u>(7)</u>	11/13/2027	Common Stock	26,513
Stock Option (Right to Buy)	\$ 3.12						<u>(8)</u>	04/11/2028	Common Stock	29,391

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

04/03/2019

__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) 25% of these restricted stock units will vest annually, beginning on April 1, 2020, so that the restricted stock units will become fully vested on April 1, 2023. Vested shares will be delivered to the reporting person promptly following the vesting thereof.
 - (3) 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.
 - (4) All shares were exercisable as of the transaction date.
 - (5) These shares are scheduled to vest in equal monthly installments until May 29, 2019.
 - (6) These shares are scheduled to vest in equal monthly installments until April 4, 2020.
 - (7) These shares are scheduled to vest in equal monthly installments until November 13, 2021.
 - (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.

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