

SG VTB Holdings, LLC  
 Form 4  
 September 13, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 SG VTB Holdings, LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/11/2018

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_X\_ Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

SAN DIEGO, CA 92127

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4) |           |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |           |   |  |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |           |   |  |
| Common Stock                    | 09/11/2018                           |  | S                              |   | 104,186   | D  | \$ 23.49 (1)  | 3,180,522 | D |  |
| Common Stock                    | 09/11/2018                           |  | S                              |   | 25,397  | D  | \$ 25.12 (2)  | 3,155,125 | D |  |
| Common Stock                    | 09/12/2018                           |  | S                              |   | 207,107   | D  | \$ 22.4 (3)   | 2,948,018 | D |  |
| Common Stock                    | 09/13/2018                           |  | S                              |   | 35,773  | D  | \$ 21.43  | 2,912,245 | D |  |

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|              |            |   |         |   |            |           |   |
|--------------|------------|---|---------|---|------------|-----------|---|
| Common Stock | 09/13/2018 | S | 129,053 | D | <u>(4)</u> | 2,783,192 | D |
|              |            |   |         |   | \$         |           |   |
|              |            |   |         |   | <u>(5)</u> |           |   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** 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 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SG VTB Holdings, LLC<br>C/O TURTLE BEACH CORPORATION<br>11011 VIA FRONTERA, SUITE A/B<br>SAN DIEGO, CA 92127 |               | X         |         |       |

## Signatures

/s/ Kenneth A. Fox  
09/13/2018  
Date

\*\*Signature of Reporting Person

## 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).

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(1) The price shown is a weighted average sale price for shares sold in multiple transactions; the sale prices ranged from \$23.06 to \$24.25 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 shown is a weighted average sale price for shares sold in multiple transactions; the sale prices ranged from \$24.26 to \$25.41 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) The price shown is a weighted average sale price for shares sold in multiple transactions; the sale prices ranged from \$22.00 to \$22.65 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.

(4) The price shown is a weighted average sale price for shares sold in multiple transactions; the sale prices ranged from \$21.15 to \$21.80 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.

(5) The price shown is a weighted average sale price for shares sold in multiple transactions; the sale prices ranged from \$22.00 to \$22.81 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.

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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