

Parametric Sound Corp
Form 4
December 30, 2013

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 *
POTASHNER KENNETH F

(Last) (First) (Middle)

C/O PARAMETRIC SOUND CORPORATION, 13771 DANIELSON STREET

(Street)

POWAY, CA 92064

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Parametric Sound Corp [PAMT]

3. Date of Earliest Transaction
(Month/Day/Year)
12/27/2013

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)
Executive Chairman

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)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	12/27/2013		M		15,000	A		\$ 3.25	15,000 ⁽¹⁾	D	
Common Stock	12/30/2013		M		10,000	A		\$ 3.25	25,000 ⁽¹⁾	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)

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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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.25	12/27/2013		M	15,000	12/29/2011 12/29/2016	Common Stock	15,000
Stock Option (Right to Buy)	\$ 3.25	12/30/2013		M	10,000	12/29/2011 12/29/2016	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POTASHNER KENNETH F C/O PARAMETRIC SOUND CORPORATION 13771 DANIELSON STREET POWAY, CA 92064	X		Executive Chairman	

Signatures

/s/ James A Barnes as Attorney-in-Fact for Kenneth F Potashner

12/30/2013

__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).

Pursuant to the terms of a Shareholder Agreement and Irrevocable Proxy dated August 5, 2013 between Mr. Potashner and VTB Holdings, Inc., a Delaware corporation (VTBH) these shares of common stock (and all shares beneficially owned) are subject to a lock-up restriction whereby Mr. Potashner has agreed not to sell or otherwise transfer the shares for a period of time ending six months following the closing of the planned Merger between a wholly-owned subsidiary of Parametric Sound Corporation and VTBH, subject to certain exceptions including certain possible tax obligations related to the Merger.

(2) Shares commenced vesting on December 29, 2011. Final 24,375 shares time vest on December 31, 2013, subject to the terms of the 2012 Stock Option Plan.

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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