Stark Juergen M. Form 4 August 10, 2018

# FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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

(Print or Type Responses)

1(b).

(Last)

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

> (First) (Middle)

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

SAN DIEGO, CA 92127

(Street)

2. Issuer Name and Ticker or Trading Symbol

Turtle Beach Corp [HEAR]

3. Date of Earliest Transaction

(Month/Day/Year) 08/08/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative (	Securi	ties Acqu	ired, Disposed of	, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	08/08/2018		M	35,000	A	\$ 7.72	265,131	D	
Common Stock	08/08/2018		S	29,413	D	\$ 29.45 (1)	235,718	D	
Common Stock	08/08/2018		S	5,587	D	\$ 28.78 (2)	230,131	D	
Common Stock	08/09/2018		M	30,000	A	\$ 7.72	260,131	D	

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Common Stock	08/09/2018	S	20,113	D	\$ 29.31 (3)	240,018	D
Common Stock	08/09/2018	S	9,887	D	\$ 28.84 (2)	230,131	D
Common Stock	08/10/2018	M	35,000	A	\$ 7.72	265,131	D
Common Stock	08/10/2018	S	17,906	D	\$ 29.65 (4)	247,225	D
Common Stock	08/10/2018	S	17,094	D	\$ 29.3 (5)	230,131	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)

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 7.72	08/08/2018		M	35,000	<u>(6)</u>	09/03/2022	Common Stock	35,000
Stock Option (Right to Buy)	\$ 7.72	08/09/2018		M	30,000	<u>(6)</u>	09/03/2022	Common Stock	30,000
Stock Option (Right to Buy)	\$ 7.72	08/10/2018		M	35,000	<u>(6)</u>	09/03/2022	Common Stock	35,000
Stock Option	\$ 7.24					<u>(7)</u>	05/29/2025	Common Stock	70,000

(Right to Buy)					
Stock Option (Right to Buy)	\$ 4.64	(8)	04/04/2026	Common Stock	112,500
Stock Option (Right to Buy)	\$ 2.04	<u>(9)</u>	11/13/2027	Common Stock	112,500
Stock Option (Right to	\$ 3.12	(10)	04/11/2028	Common Stock	112,500

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b></b>	Director	10% Owner	Officer	Other			
Stark Juergen M. C/O TURTLE BEACH CORPORATION 11011 VIA FRONTERA, SUITE A/B SAN DIEGO, CA 92127	X		Chief Executive Officer & Pres				
Cianaturas							

## **Signatures**

/s/ Juergen Stark 08/10/2018

\*\*Signature of Date
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).
- The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$29.01 to \$29.90 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.
- The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$28.60 to \$28.99 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.
- The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$29.00 to \$30.00 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.
- The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$29.51 to \$29.91 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.
- The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$28.87 to \$29.50 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.

Reporting Owners 3

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- (6) All shares were exercisable as of the transaction date.
- (7) 55,416 of the underlying shares have vested, with the remainder scheduled to vest in equal monthly installments until May 29, 2019.
- (8) 65,625 of the underlying shares have vested, with the remainder scheduled to vest in equal monthly installments until April 4, 2020.
- (9) 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.
- (10) 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.