Parametric Sound Corp Form 4 January 17, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

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

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Honore James L.

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

Parametric Sound Corp [PAMT]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director Officer (give title

10% Owner X_ Other (specify

13771 DANIELSON STREET, STE.

(Street)

01/15/2014

below) below) Former Director

L

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

POWAY, CA 92064

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T)

Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

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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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities Acquired

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amour **Underlying Securit** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Stock Option (Right to Buy)	\$ 4.25	01/15/2014		D <u>(1)</u>		10,000	03/05/2012	03/05/2017	Common Stock	10,0
Stock Option (Right to Buy)	\$ 4.25	01/15/2014		A <u>(1)</u>	10,000		01/15/2014	12/31/2014	Common Stock	10,0
Stock Option (Right to Buy)	\$ 9.95	01/15/2014		D(2)		5,000	02/21/2013	02/21/2018	Common Stock	5,0
Stock Option (Right to Buy)	\$ 9.95	01/15/2014		A(2)	5,000		01/15/2014	12/31/2014	Common Stock	5,0

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Honore James L.

13771 DANIELSON STREET, STE. L

POWAY, CA 92064

Former Director

Signatures

/s/ James A Barnes as Attorney-in-Fact for James L Honore

01/17/2014

**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).
- The reporting person resigned as a director on January 15, 2014 in connection with the merger of Parametric with VTB Holdings, Inc., a

 Delaware corporation (Turtle Beach). The reported transaction involved an amendment of an outstanding option to extend the exercise period after resignation from three months (April 15, 2014) to December 31, 2014 resulting in a deemed cancellation of the old option and the grant of a replacement option. The old option was fully vested at January 15, 2014.
- The reported transaction involved an amendment of an outstanding option to accelerate vesting of the option and extend the exercise period after resignation from three months (April 15, 2014) to December 31, 2014 resulting in a deemed cancellation of the old option and the grant of a replacement option. The old option was 50% vested at January 15, 2014 resulting in acceleration as to the exercisability of 2,500 options.

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