

Hanson John T
Form 4
August 10, 2018

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 *
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)
08/09/2018

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|
| | | | | Code | V | Amount | | | | (A) or (D) |
| Common Stock | 08/09/2018 | | M | | | 16,590 | \$ 7.72 | 16,590 | D | |
| Common Stock | 08/09/2018 | | M | | | 12,604 | \$ 16.52 | 29,194 | D | |
| Common Stock | 08/09/2018 | | M | | | 23,750 | \$ 7.24 | 52,944 | D | |
| Common Stock | 08/09/2018 | | M | | | 12,080 | \$ 4.64 | 65,024 | D | |
| Common Stock | 08/09/2018 | | S | | | 11,900 | \$ 30.23 | 53,124 | D | |

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| | | | | | | | |
|--------------|------------|--|---|--------|------------|------------|-----|
| | | | | | <u>(1)</u> | | |
| | | | | | \$ | | |
| Common Stock | 08/09/2018 | | S | 53,124 | D | 29.24 | 0 D |
| | | | | | | <u>(2)</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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 7.72 | 08/09/2018 | | M | 16,590 | <u>(3)</u> 01/30/2024 | Common Stock | 16,590 |
| Stock Option (Right to Buy) | \$ 16.52 | 08/09/2018 | | M | 12,604 | <u>(4)</u> 11/19/2024 | Common Stock | 12,604 |
| Stock Option (Right to Buy) | \$ 7.24 | 08/09/2018 | | M | 23,750 | <u>(5)</u> 05/29/2025 | Common Stock | 23,750 |
| Stock Option (Right to Buy) | \$ 4.64 | 08/09/2018 | | M | 12,080 | <u>(6)</u> 04/04/2026 | Common Stock | 12,080 |
| Stock Option (Right to Buy) | \$ 2.04 | | | | | <u>(7)</u> 11/13/2027 | Common Stock | 26,513 |
| Stock Option | \$ 3.12 | | | | | <u>(8)</u> 04/11/2028 | Common Stock | 29,391 |

(Right to
Buy)

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

08/10/2018

__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 price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$30.00 to \$30.65 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.
 - (2) The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$29.00 to \$29.99 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.
 - (3) All shares are exercisable as of the transaction date.
 - (4) All exercised shares were exercisable as of the transaction date, with the remainder scheduled to vest in equal monthly installments until November 19, 2018.
 - (5) All exercised shares were exercisable as of the transaction date, with the remainder scheduled to vest in equal monthly installments until May 29, 2019.
 - (6) All exercised shares were exercisable as of the transaction date, with the remainder scheduled to vest in equal monthly installments until April 4, 2020.
 - (7) 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.
 - (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. 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.