

Stark Juergen M.
Form 4
April 17, 2019

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
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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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(Print or Type Responses)

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

(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)

04/15/2019

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)

Chief Executive Officer & Pres

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	04/15/2019		F		2,067	D	\$ 11.99
					152,908	D	

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
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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)

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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. F Der Sec (Ins	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)							(2)	(2)	Common Stock	53,000
Stock Option (Right to Buy)	\$ 7.72							(3)	09/03/2022	Common Stock	365,912
Stock Option (Right to Buy)	\$ 7.24							(4)	05/29/2025	Common Stock	70,000
Stock Option (Right to Buy)	\$ 4.64							(5)	04/04/2026	Common Stock	112,500
Stock Option (Right to Buy)	\$ 2.04							(6)	11/13/2027	Common Stock	112,500
Stock Option (Right to Buy)	\$ 3.12							(7)	04/11/2028	Common Stock	112,500
Stock Option (Right to Buy)	\$ 12.1							(8)	04/01/2029	Common Stock	105,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
X		Chief Executive Officer & Pres	

Stark Juergen M.
C/O TURTLE BEACH CORPORATION
11011 VIA FRONTERA, SUITE A/B
SAN DIEGO, CA 92127

Signatures

/s/ Juergen Stark 04/17/2019

 **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).
- (1) The securities are restricted stock units representing a contingent right to receive one share of Turtle Beach Corporation common stock or, cash with a value equal to the fair market value of the underlying common stock or, a combination thereof.
- (2) Restricted stock units will vest in accordance with the grant agreements. Vested shares will be delivered to the reporting person promptly following the vesting thereof.
- (3) All shares were exercisable as of the transaction date.
- (4) These shares are scheduled to vest in equal monthly installments until May 29, 2019.
- (5) These shares are scheduled to vest in equal monthly installments until April 4, 2020.
- (6) These shares are scheduled to vest in equal monthly installments until November 13, 2021.
- (7) These shares are scheduled to vest in equal monthly installments until April 11, 2022.
- (8) One-quarter of the underlying shares will vest on April 1, 2020, 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.
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