Parametric Sound Corp Form 4 August 06, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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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

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * MARXE AUSTIN W & GREENHOUSE DAVID M

(First)

2. Issuer Name and Ticker or Trading Symbol

Parametric Sound Corp [PAMT]

3. Date of Earliest Transaction (Month/Day/Year) 08/01/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director Officer (give title below)

X__ 10% Owner _ Other (specify

C/O SPECIAL SITUATIONS **FUNDS. 527 MADISON AVENUE. SUITE 2600**

(Middle)

(Street)

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

NEW YORK, NY 10022

(City)	(State)	(Zip) 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)	(A) or			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 Indirect Beneficial Ownership (Instr. 4)				
Common Stock	08/01/2012		Code V S	Amount 4,550	(D)	Price \$ 10 (1)	672,312	I	By Limited Partnerships			
Common Stock	08/02/2012		S	23,104	D	\$ 10.2194 (1)	649,208	I	By Limited Partnerships			
Common Stock	08/03/2012		S	8,700	D	\$ 11.1488 (1)	640,508	I	By Limited Partnership			
Common Stock	08/06/2012		S	2,826 (2)	D	\$ 11.0685	637,682 (2)	I (2)	By Limited Partnerships			

(1) (2)

(9-02)

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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 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. Transac Code (Instr. 8	5. tionNumber of) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	7. Tit Amou Under Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code V	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

MARXE AUSTIN W & GREENHOUSE DAVID M C/O SPECIAL SITUATIONS FUNDS 527 MADISON AVENUE, SUITE 2600 NEW YORK, NY 10022

Signatures

Austin W.

Marxe 08/06/2012

**Signature of Date

Reporting Person

David M.

Greenhouse 08/06/2012

> **Signature of Date

Reporting Person

Reporting Owners 2

X

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) This is a weogited average price.
 - This is a joint filing by Austin W. Marxe (Marxe) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, LP (QP), Special Situations Private Equity Fund, L.P. (PE), Special
- (2) Situations Technology Fund, LP (TN) and Special Situations Technology Fund II, L.P. (T2), respectively. 291,944 shares of Common Stock are held by QP, 101,946 shares of Common Stock are held by PE, 33,053 shares of Common Stock are held by TN and 210,739 shares of Common Stock are held by T2. The interest of Marxe and Greenhouse in the shares of Common Stock owned by QP, PE, TN and T2 is limited to the extent of his pecuniary interest.

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.