Turtle Beach Corp Form 4 April 29, 2016

FORM 4

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

Check this box if no longer subject to Section 16.

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

Form 4 or Form 5 obligations may continue. See Instruction

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).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * SG VTB Holdings, LLC

(First)

(Street)

(State)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Issuer

Turtle Beach Corp [HEAR]

3. Date of Earliest Transaction

(Month/Day/Year) 07/22/2015

Director X 10% Owner __X__ Other (specify

(Check all applicable)

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Officer (give title below) below) Member of 10% owner group

CORPORATION, 12220 SCRIPPS SUMMIT DRIVE, SUITE 100

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

SAN DIEGO, CA 92131

C/O TURTLE BEACH

1. Title of 2. Transaction Date 2A. Deemed Security

(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 (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (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.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount Underlying Securitie

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (Month/Day/Year) | | (Instr. 3 and 4) | |
|------------------------------|--|------------|-------------------------|-----------------|--|-----|---------------------|--------------------|------------------|--------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amour Numbe Shares |
| Warrant (Right to Buy) | \$ 2.54 | 07/22/2015 | | <u>J(1)</u> | 1,384,884 | | 07/22/2015 | 07/22/2020 | Common Stock | 1,384 |
| Warrant (Right to Buy) | \$ 2 | 11/16/2015 | | J <u>(2)</u> | 1,365,410 | | 11/16/2015 | 11/16/2025 | Common Stock | 1,365 |

Reporting Owners

| Reporting Owner Name / Address | | | Relationships | | |
|--------------------------------|----------|-----------|---------------|-------|--|
| | Director | 10% Owner | Officer | Other | |

SG VTB Holdings, LLC C/O TURTLE BEACH CORPORATION 12220 SCRIPPS SUMMIT DRIVE, SUITE 100 SAN DIEGO, CA 92131

X Member of 10% owner group

Signatures

/s/ John T. Hanson, attorney-in-fact

04/29/2016

**Signature of Reporting Person Dat

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 warrant was issued in connection with and as consideration for certain concessions of the Reporting Person in an amendment to a subordinated promissory note of the Issuer in favor of the Reporting Person, as reported in the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 23, 2015.
- The warrant was issued in connection with and as additional consideration for the Reporting Person's entering into an additional subordinated promissory note with the Issuer, as reported in the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 20, 2015.

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.

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