

SG VTB Holdings, LLC
 Form 4
 December 13, 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 *
 SG VTB Holdings, LLC

(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)
 12/11/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 X 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | Price | |
| Common Stock | 12/11/2018 | | S ⁽¹⁾ | | 91,600 | D 17.62 | D |
| | | | | | | \$ 1,991,592 | |
| Common Stock | 12/12/2018 | | S ⁽¹⁾ | | 104,289 | D 17.61 | D |
| | | | | | | \$ 1,887,303 | |
| Common Stock | 12/13/2018 | | S ⁽¹⁾ | | 81,579 | D 16.57 | D |
| | | | | | | \$ 1,805,724 | |
| Common | 12/13/2018 | | S ⁽¹⁾ | | 12,455 | D \$ 17.2 | D |
| | | | | | | \$ 1,793,269 | |

Stock

(5)

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.

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(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 Derivatives 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SG VTB Holdings, LLC C/O TURTLE BEACH CORPORATION 11011 VIA FRONTERA, SUITE A/B SAN DIEGO, CA 92127 | | X | | |

Signatures

/s/ Kenneth A. Fox
12/13/2018
**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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- (2) The price shown is a weighted average sale price for shares sold in multiple transactions; the sale prices ranged from \$17.17 to \$18.05 per share. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information

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regarding the number of shares sold at each price within the range.

- (3) The price shown is a weighted average sale price for shares sold in multiple transactions; the sale prices ranged from \$17.16 to \$18.11 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.

- (4) The price shown is a weighted average sale price for shares sold in multiple transactions; the sale prices ranged from \$16.29 to \$17.00 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.

- (5) The price shown is a weighted average sale price for shares sold in multiple transactions; the sale prices ranged from \$17.02 to \$17.53 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.

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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