SG VTB Holdings, LLC Form 4 September 13, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. 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)

(Print or Type Responses)

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

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Turtle Beach Corp [HEAR]

(Check all applicable)

C/O TURTLE BEACH

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

09/11/2018 below)

_X__ 10% Owner Director _ Other (specify Officer (give title

CORPORATION, 11011 VIA FRONTERA, SUITE A/B

> (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

SAN DIEGO, CA 92127

| (City) | (State) | tate) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own | | | | | | | ly Owned |
|--------------------------------------|---|--|--|----------------|-----|---|---|---|----------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price | | | 5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| Common Stock | 09/11/2018 | | Code V | Amount 104,186 | (D) | Price \$ 23.49 | 3,180,522 | D | |
| Common Stock | 09/11/2018 | | S | 25,397 | D | \$ 25.12 (2) | 3,155,125 | D | |
| Common Stock | 09/12/2018 | | S | 207,107 | D | \$ 22.4 (3) | 2,948,018 | D | |
| Common Stock | 09/13/2018 | | S | 35,773 | D | \$ 21.43 | 2,912,245 | D | |

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Common Stock S 129,053 D 22.44 2,783,192 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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) | 4. Transactic Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Secur | int of rlying | 8. Price of Derivative Security (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

**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).

Reporting Owners 2

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- The price shown is a weighted average sale price for shares sold in multiple transactions; the sale prices ranged from \$23.06 to \$24.25 per (1) 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.
- The price shown is a weighted average sale price for shares sold in multiple transactions; the sale prices ranged from \$24.26 to \$25.41 per (2) 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.
- The price shown is a weighted average sale price for shares sold in multiple transactions; the sale prices ranged from \$22.00 to \$22.65 per (3) 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.
- The price shown is a weighted average sale price for shares sold in multiple transactions; the sale prices ranged from \$21.15 to \$21.80 per (4) 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.
- The price shown is a weighted average sale price for shares sold in multiple transactions; the sale prices ranged from \$22.00 to \$22.81 per (5) 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. 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.