

Turtle Beach Corp  
Form 8-K  
February 03, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report: February 2, 2016**

**(Date of earliest event reported)**

**Turtle Beach Corporation**

**(Exact name of registrant as specified in its charter)**

**Nevada**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-35465**  
**(Commission**  
  
**File Number)**

**27-2767540**  
**(IRS Employer**  
  
**Identification Number)**

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**100 Summit Lake Drive, Suite 100**

**Valhalla, NY 10595**

**(Address of principal executive offices)**

**914-345-2255**

**(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## **Item 1.01. Entry into a Material Definitive Agreement.**

### ***Underwriting Agreement***

On February 2, 2016, Turtle Beach Corporation (the *Company*) entered into an Underwriting Agreement (the *Underwriting Agreement*) with Oppenheimer & Co. Inc., as representative of the several other underwriters named therein, relating to an underwritten public offering (the *Offering*) of 5,000,000 shares of its common stock, \$0.001 par value per share, at a price to the public of \$1.00 per share (the *Offering Price*). Under the terms of the Underwriting Agreement, the Company granted the underwriters a 30-day option to purchase up to an additional 750,000 shares of common stock at the Offering Price less the underwriting discount and estimated offering expenses payable by the Company. Assuming no exercise of the over-allotment option, the Company expects to receive net proceeds from the Offering and its previously disclosed concurrent, side by side private placement of approximately \$6.2 million after deducting the underwriting discount and estimated offering expenses payable by the Company. The Company will use all net proceeds from the Offering to pay down amounts outstanding under its working capital line of credit, which is consistent with Turtle Beach's past practice.

The offering is being made pursuant to the Company's effective registration statement on Form S-3 (Registration Statement No. 333-188389) previously filed with the Securities and Exchange Commission and a preliminary and final prospectus supplement thereunder. The Underwriting Agreement contains representations, warranties and covenants of the Company that are customary for transactions of this type and customary conditions to closing. Additionally, the Company has agreed to provide the underwriters with customary indemnification rights under the Underwriting Agreement.

A copy of the Underwriting Agreement is filed herewith as Exhibit 1.1 and is incorporated herein by reference. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such Exhibit 1.1.

The opinion of the Company's counsel regarding the validity of the shares issued in the Offering is filed herewith as Exhibit 5.1.

## **Item 8.01. Other Events**

On February 2, 2016, Turtle Beach Corporation issued a press release announcing the pricing of its previously announced public offering of the Company's common stock. A copy of the press release is filed as Exhibit 99.1 to this report.

## **Item 9.01. Financial Statements and Exhibits**

### **(d) Exhibits**

- 1.1 Underwriting Agreement between the Company and Oppenheimer & Co. Inc. as representative of the several other underwriters named therein, dated as of February 2, 2016.
- 5.1 Opinion of Snell & Wilmer LLP.
- 23.1 Consent of Snell & Wilmer LLP (contained in its opinion filed as Exhibit 5.1).
- 99.1 Press release dated February 2, 2016.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 3, 2016

**TURTLE BEACH CORPORATION**

By: /s/ Juergen Stark  
Juergen Stark  
Chief Executive Officer and President