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

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2022

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number: 001-35465

TURTLE BEACH™

TURTLE BEACH CORPORATION
(Exact name of registrant as specified in its charter)

Nevada	**27-2767540**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
44 South Broadway, 4th Floor White Plains, New York	**10601**
(Address of principal executive offices)	**(Zip Code)**

(888) 496-8001
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbols	Name of each exchange on which registered
Common Stock, par value $0.001	**HEAR**	**The Nasdaq Global Market**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

The number of shares of the registrant's Common Stock, par value $0.001 per share, outstanding on July 31, 2022 was 16,526,393.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

Turtle Beach Corporation
Condensed Consolidated Statements of Operations
(unaudited)

	Three Months Ended		Six Months Ended	
	June 30, 2022	June 30, 2021	June 30, 2022	June 30, 2021
	(in thousands, except per-share data)			
Net revenue	$ 41,300	$ 78,564	$ 87,962	$ 171,617
Cost of revenue	33,418	49,854	66,051	108,052
Gross profit	7,882	28,710	21,911	63,565
Operating expenses:				
Selling and marketing	11,587	15,678	22,416	27,223
Research and development	5,136	4,416	10,388	8,409
General and administrative	12,532	8,173	18,767	15,210
Total operating expenses	29,255	28,267	51,571	50,842
Operating income (loss)	(21,373)	443	(29,660)	12,723
Interest expense	84	73	193	170
Other non-operating expense, net	1,109	(65)	1,828	514
Income (loss) before income tax	(22,566)	435	(31,681)	12,039
Income tax expense (benefit)	(4,740)	(1,286)	(7,379)	1,480
Net income (loss)	$ (17,826)	$ 1,721	$ (24,302)	$ 10,559
Net income (loss) per share				
Basic	$ (1.08)	$ 0.11	$ (1.49)	$ 0.67
Diluted	$ (1.08)	$ 0.09	$ (1.49)	$ 0.58
Weighted average number of shares:				
Basic	16,500	15,920	16,348	15,737
Diluted	16,500	18,329	16,348	18,204

See accompanying Notes to the Condensed Consolidated Financial Statements (unaudited)

Turtle Beach Corporation
Condensed Consolidated Statements of Comprehensive Income (Loss)
(unaudited)

	Three Months Ended		Six Months Ended	
	June 30, 2022	June 30, 2021	June 30, 2022	June 30, 2021
	(in thousands)			
Net income (loss)	$ (17,826)	$ 1,721	$ (24,302)	$ 10,559
Other comprehensive income (loss):				
Foreign currency translation adjustment	(1,090)	805	(1,519)	94
Other comprehensive income (loss)	(1,090)	805	(1,519)	94
Comprehensive income (loss)	$ (18,916)	$ 2,526	$ (25,821)	$ 10,653

See accompanying Notes to the Condensed Consolidated Financial Statements (unaudited)

Turtle Beach Corporation
Condensed Consolidated Balance Sheets

ASSETS	June 30, 2022 (unaudited)		December 31, 2021	
	(in thousands, except par value and share amounts)			
Current Assets:				
Cash and cash equivalents	$	10,877	$	37,720
Accounts receivable, net		8,551		35,953
Inventories		120,694		101,933
Prepaid expenses and other current assets		13,606		17,506
Total Current Assets		153,728		193,112
Property and equipment, net		6,144		6,955
Deferred income taxes		13,009		5,899
Goodwill		10,686		10,686
Intangible assets, net		5,126		5,788
Other assets		8,261		8,065
Total Assets	$	196,954	$	230,505
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current Liabilities:				
Revolving credit facility	$	15,707	$	—
Accounts payable		31,030		40,475
Other current liabilities		19,456		37,693
Total Current Liabilities		66,193		78,168
Income tax payable		3,774		3,774
Other liabilities		7,334		7,194
Total Liabilities		77,301		89,136
Commitments and Contingencies				
Stockholders' Equity				
Common stock, $0.001 par value - 25,000,000 shares authorized; 16,526,393 and 16,168,147 shares issued and outstanding as of June 30, 2022 and December 31, 2021, respectively		17		16
Additional paid-in capital		202,382		198,278
Accumulated deficit		(81,354)		(57,052)
Accumulated other comprehensive income (loss)		(1,392)		127
Total Stockholders' Equity		119,653		141,369
Total Liabilities and Stockholders' Equity	$	196,954	$	230,505

See accompanying Notes to the Condensed Consolidated Financial Statements (unaudited)

Turtle Beach Corporation
Condensed Consolidated Statements of Cash Flows
(unaudited)

	Six Months Ended	
	June 30, 2022	June 30, 2021
	(in thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	$ (24,302)	$ 10,559
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	2,458	1,847
Amortization of intangible assets	623	625
Amortization of debt financing costs	94	95
Stock-based compensation	3,567	3,727
Deferred income taxes	(7,110)	(101)
Change in sales returns reserve	(4,992)	(4,186)
Provision for obsolete inventory	(1,289)	783
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable	32,152	20,028
Inventories	(21,288)	(11,413)
Accounts payable	(9,914)	4,580
Prepaid expenses and other assets	1,055	(11,299)
Income taxes payable	1,550	(6,850)
Other liabilities	(13,851)	4,053
Net cash provided by (used for) operating activities	(41,247)	12,448
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property and equipment	(1,207)	(3,316)
Acquisition of a business, net of cash acquired	—	(2,500)
Net cash used for investing activities	(1,207)	(5,816)
CASH FLOWS FROM FINANCING ACTIVITIES		
Borrowings on revolving credit facilities	36,209	120,858
Repayment of revolving credit facilities	(20,502)	(120,858)
Proceeds from exercise of stock options and warrants	538	3,262
Repurchase of common stock to satisfy employee tax withholding obligations	—	(463)
Net cash provided by financing activities	16,245	2,799
Effect of exchange rate changes on cash and cash equivalents	(634)	85
Net increase (decrease) in cash and cash equivalents	(26,843)	9,516
Cash and cash equivalents - beginning of period	37,720	46,681
Cash and cash equivalents - end of period	$ 10,877	$ 56,197
SUPPLEMENTAL DISCLOSURE OF INFORMATION		
Cash paid for interest	$ 108	$ 88
Cash paid (received) for income taxes	$ (2,539)	$ 8,041

See accompanying Notes to the Condensed Consolidated Financial Statements (unaudited)

Turtle Beach Corporation
Condensed Consolidated Statement of Stockholders' Equity (Deficit)
(unaudited)

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total
	Shares	Amount				
	(in thousands)					
Balance at December 31, 2021	16,168	$ 16	$ 198,278	$ (57,052)	$ 127	$ 141,369
Net loss	—	—	—	(6,476)	—	(6,476)
Other comprehensive loss, net of tax	—	—	—	—	(429)	(429)
Issuance of restricted stock	30	—	—	—	—	—
Stock options exercised	47	—	361	—	—	361
Stock-based compensation	—	—	1,537	—	—	1,537
Balance at March 31, 2022	16,245	$ 16	$ 200,176	$ (63,528)	$ (302)	$ 136,362
Net loss	—	—	—	(17,826)	—	(17,826)
Other comprehensive loss, net of tax	—	—	—	—	(1,090)	(1,090)
Issuance of restricted stock	257	—	—	—	—	—
Stock options exercised	24	1	176	—	—	177
Stock-based compensation	—	—	2,030	—	—	2,030
Balance at June 30, 2022	16,526	$ 17	$ 202,382	$ (81,354)	$ (1,392)	$ 119,653

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total
	Shares	Amount				
	(in thousands)					
Balance at December 31, 2020	15,476	15	190,568	(74,773)	589	$ 116,399
Net income	—	—	—	8,838	—	8,838
Other comprehensive loss, net of tax	—	—	—	—	(711)	(711)
Issuance of restricted stock	26	—	113	—	—	113
Repurchase of common stock and retirement of related treasury shares	(6)	—	(215)	—	—	(215)
Stock options exercised	159	1	911	—	—	912
Stock-based compensation	—	—	1,786	—	—	1,786
Balance at March 31, 2021	15,655	$ 16	$ 193,163	$ (65,935)	$ (122)	$ 127,122
Net income	—	—	—	1,721	—	1,721
Other comprehensive income, net of tax	—	—	—	—	805	805
Issuance of restricted stock	202	—	1	—	—	1
Repurchase of common stock and retirement of related treasury shares	(9)	—	(248)	—	—	(248)
Stock options exercised	217	—	2,350	—	—	2,350
Stock-based compensation	—	—	1,941	—	—	1,941
Balance at June 30, 2021	16,065	$ 16	$ 197,207	$ (64,214)	$ 683	$ 133,692

See accompanying Notes to the Condensed Consolidated Financial Statements (unaudited)

Note 1. Background and Basis of Presentation

Organization

Turtle Beach Corporation ("Turtle Beach" or the "Company"), headquartered in White Plains, New York and incorporated in the state of Nevada in 2010, is a premier audio and gaming technology company with expertise and experience in developing, commercializing and marketing innovative products across a range of large addressable markets under the Turtle Beach®, ROCCAT® and Neat Microphones® brands. Turtle Beach is a worldwide leader of feature-rich headset solutions for use across multiple platforms, including video game and entertainment consoles, handheld consoles, personal computers ("PC"), tablets and mobile devices. ROCCAT is a gaming keyboards, mice and other accessories brand focused on the PC peripherals market. Neat Microphones is a microphones brand focused on using cutting edge technology and design to create high quality USB and analog microphones for gamers, streamers, and professionals.

VTB Holdings, Inc. ("VTBH"), a wholly-owned subsidiary of Turtle Beach Corporation and the owner of Voyetra Turtle Beach, Inc. ("VTB"), was incorporated in the state of Delaware in 2010. VTB, the owner of Turtle Beach Europe Limited ("TB Europe"), was incorporated in the state of Delaware in 1975 with operations principally located in White Plains, New York.

Basis of Presentation

The accompanying interim condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") and, in the opinion of management, reflect all adjustments (which include normal recurring adjustments) considered necessary for a fair presentation of the financial position, results of operations, and cash flows for the periods presented. All intercompany accounts and transactions have been eliminated in consolidation. Certain information and footnote disclosures, normally included in annual financial statements prepared in accordance with U.S. generally accepted accounting principles ("GAAP"), have been condensed or omitted pursuant to those rules and regulations. The Company believes that the disclosures made are adequate to make the information presented not misleading. The results of operations for the interim periods are not necessarily indicative of the results of operations for the entire fiscal year.

The December 31, 2021 Condensed Consolidated Balance Sheet has been derived from the Company's audited financial statements included in its Annual Report on Form 10-K filed with the SEC on March 2, 2022 ("Annual Report").

These financial statements should be read in conjunction with the annual financial statements and the notes thereto included in the Annual Report that contains information useful to understanding the Company's businesses and financial statement presentations.

Use of estimates: The preparation of accompanying unaudited consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions about future events. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the unaudited consolidated financial statements and reported amounts of revenues and expenses during the reporting period. These estimates may change, as new events occur and additional information is obtained, and will be recognized in the consolidated financial statements in the period in which such changes occur. Future actual results could differ materially from these estimates.

Note 2. Summary of Significant Accounting Policies

The preparation of consolidated annual and quarterly financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the Company's consolidated financial statements, and the reported amounts of revenue and expenses during the reporting periods. The Company can give no assurance that actual results will not differ from those estimates.

There have been no material changes to the significant accounting policies and estimates from the information provided in Note 1 of the notes to our consolidated financial statements in our Annual Report.

Note 3. Fair Value Measurement

The Company follows a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

- Level 1 — Quoted prices in active markets for identical assets or liabilities.
- Level 2 — Observable inputs other than quoted prices included in Level 1, such as quoted prices for markets that are not active, or other inputs that are observable or can be corroborated by observable market data.
- Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

Financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable, debt instruments and certain warrants. As of June 30, 2022 and December 31, 2021, the Company had not elected the fair value option for any financial assets and liabilities for which such an election would have been permitted. The following is a summary of the carrying amounts and estimated fair values of our financial instruments as of June 30, 2022 and December 31, 2021.

	June 30, 2022		December 31, 2021	
	Reported	Fair Value	Reported	Fair Value
	(in thousands)			
Financial Assets and Liabilities:				
Cash and cash equivalents	$ 10,877	$ 10,877	$ 37,720	$ 37,720
Revolving credit facility	$ 15,707	$ 15,707	$ —	$ —

Cash equivalents are stated at amortized cost, which approximates fair value as of the consolidated balance sheet dates, due to the short period of time to maturity; and accounts receivable and accounts payable are stated at their carrying value, which approximates fair value due to the short time to the expected receipt or payment. The carrying value of the Credit Facility equals fair value as the stated interest rate approximates market rates currently available to the Company, which is considered a Level 2 input.

Note 4. Allowance for Sales Returns

The following table provides the changes in our sales return reserve, which is classified as a reduction of accounts receivable:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
	(in thousands)			
Balance, beginning of period	$ 5,713	$ 11,910	$ 8,998	$ 11,233
Reserve accrual	2,792	4,212	5,475	9,977
Recoveries and deductions, net	(4,499)	(9,075)	(10,467)	(14,163)
Balance, end of period	$ 4,006	$ 7,047	$ 4,006	$ 7,047

Note 5. Composition of Certain Financial Statement Items

Inventories

Inventories consist of the following:

	June 30, 2022	December 31, 2021
	(in thousands)	
Finished goods	$ 119,612	$ 101,446
Raw materials	1,082	487
Total inventories	$ 120,694	$ 101,933

Property and Equipment, net

Property and equipment, net, consists of the following:

	June 30, 2022	December 31, 2021
	(in thousands)	
Machinery and equipment	$ 2,383	$ 2,255
Software and software development	2,400	2,404
Furniture and fixtures	1,440	1,257
Tooling	8,494	7,855
Leasehold improvements	1,708	1,794
Demonstration units and convention booths	15,199	14,493
Total property and equipment, gross	31,624	30,058
Less: accumulated depreciation and amortization	(25,480)	(23,103)
Total property and equipment, net	$ 6,144	$ 6,955

Other Current Liabilities

Other current liabilities consist of the following:

	June 30, 2022	December 31, 2021
	(in thousands)	
Accrued legal	3,846	1,126
Accrued marketing	2,792	3,723
Accrued employee expenses	2,650	4,114
Accrued royalty	1,651	11,582
Accrued freight	1,819	6,251
Accrued expenses	6,698	10,897
Total other current liabilities	$ 19,456	$ 37,693

Note 6. Goodwill and Other Intangible Assets

Acquired Intangible Assets

Acquired identifiable intangible assets, and related accumulated amortization, as of June 30, 2022 and December 31, 2021 consist of:

	June 30, 2022		
	Gross Carrying Value	Accumulated Amortization	Net Book Value
		(in thousands)	
Customer relationships	$ 8,355	$ 6,667	$ 1,688
Tradenames	3,066	884	2,182
Developed technology	1,884	574	1,310
Foreign currency	(1,363)	(1,309)	(54)
Total Intangible Assets	$ 11,942	$ 6,816	$ 5,126

	December 31, 2021		
	Gross Carrying Value	Accumulated Amortization	Net Book Value
		(in thousands)	
Customer relationships	$ 8,355	$ 6,315	$ 2,040
Tradenames	3,066	730	2,336
Developed technology	1,884	440	1,444
Foreign currency	(896)	(865)	(32)
Total Intangible Assets	$ 12,409	$ 6,620	$ 5,788

In connection with the October 2012 acquisition of TB Europe, the acquired intangible assets related to customer relationships is being amortized over an estimated useful life of thirteen years with the amortization being included within sales and marketing expense.

In May 2019, the Company completed its acquisition of the business and assets of the ROCCAT business, and in January 2021, the Company completed its acquisition of the business and assets of the Neat Microphones business. The respective acquired intangible assets relating to developed technology, customer relationships and trade names are subject to amortization.

Amortization expense related to definite lived intangible assets of $0.3 million and $0.6 million was recognized for the three and six months ended June 30, 2022, respectively, and $0.3 million and $0.6 million was recognized for the three and six months ended June 30, 2021, respectively.

As of June 30, 2022, estimated annual amortization expense related to definite lived intangible assets in future periods is as follows:

		(in thousands)
2022	$	638
2023		1,041
2024		1,008
2025		889
2026		637
Thereafter		967
Total	$	5,180

There were no changes in the carrying values of goodwill for the three months ended June 30, 2022 from the balance as of December 31, 2021.

Note 7. Revolving Credit Facility and Long-Term Debt

		June 30, 2022		December 31, 2021
		(in thousands)		
Revolving credit facility, maturing March 2024	$	15,707	$	-

Total interest expense, inclusive of amortization of deferred financing costs, on long-term debt obligations was $0.1 million and $0.2 million for the three and six months ended June 30, 2022, respectively, and $0.1 million and $0.2 million for the three and six months ended June 30, 2021, respectively.

Amortization of deferred financing costs was $47 thousand and $94 thousand for the three and six months ended June 30, 2022 and$47 thousand and $95 thousand for the three and six months ended June 30, 2021, respectively.

Revolving Credit Facility

On December 17, 2018, Turtle Beach and certain of its subsidiaries entered into an amended and restated loan, guaranty and security agreement (“Credit Facility”) with Bank of America, N.A. (“Bank of America”), as Agent, Sole Lead Arranger and Sole Bookrunner, which replaced the then existing asset-based revolving loan agreement. The Credit Facility, which expires on March 5, 2024, provides for a line of credit of up to $80 million inclusive of a sub-facility limit of $12 million for TB Europe, a wholly-owned subsidiary of Turtle Beach. In addition, the Credit Facility provides for a $40 million accordion feature and the ability to increase the borrowing base with a “first-in, last-out” loan (a “FILO Loan”) of up to $6.8 million.

On May 31, 2019, the Company amended the Credit Facility to provide for, amongst other items, (i) the addition of TBC Holding Company LLC, a wholly-owned subsidiary of VTB, as an obligor and (ii) the ability to make investments in TB Germany GmbH, a wholly-owned subsidiary of TB Europe, of up to $4 million in connection with the acquisition of the business of ROCCAT and up to an additional $4 million annually.

The maximum credit availability for loans and letters of credit under the Credit Facility is governed by a borrowing base determined by the application of specified percentages to certain eligible assets, primarily eligible trade accounts receivable and inventories, and is subject to discretionary reserves and revaluation adjustments. The Credit Facility may be used for working capital, the issuance of bank guarantees, letters of credit and other corporate purposes. In the second quarter of 2022, the Company accessed the Credit Facility as a result of increased inventory levels driven by global supply chain delays as well as lower retail channel inventory levels.

Amounts outstanding under the Credit Facility bear interest at a rate equal to either a rate published by Bank of America or the LIBOR rate, plus in each case, an applicable margin, which is between 0.50% to 1.25% for base rate loans and between 1.25% to 2.00% for U.S. LIBOR loans and U.K. loans, and between 2.00% to 2.75% for the FILO Loan. In addition, Turtle Beach is required to pay a commitment fee on the unused revolving loan commitment at a rate ranging from 0.25% to 0.50% and letter of credit fees and agent fees. As of June 30, 2022, interest rates for outstanding borrowings were 5.25% for base rate loans and 3.00% for LIBOR rate loans.

The Company and the administrative agent entered into an amendment to the Credit Facility (the "LIBOR Transition Amendment") to replace the LIBOR rate as a reference rate available for use in the computation of interest under the Credit Agreement in favor of (i) the Applicable Rate (as defined in the Credit Facility) plus Sterling Overnight Index Average ("SONIA") or the Euro Interbank Offered Rate ("EURIBOR"). The Company expects to enter into an additional agreement to finalize the transition of the U.S. LIBOR rate prior its expiration on June 30, 2023.

The Company is subject to quarterly financial covenant testing if certain availability thresholds are not met or certain other events occur (as set forth in the Credit Facility). At such times, the Credit Facility requires the Company and its restricted subsidiaries to maintain a fixed charge coverage ratio of at least 1.00 to 1.00 as of the last day of each fiscal quarter.

The Credit Facility also contains affirmative and negative covenants that, subject to certain exceptions, limit our ability to take certain actions, including the Company's ability to incur debt, pay dividends and repurchase stock, make certain investments and other payments, enter into certain mergers and consolidations, engage in sale leaseback transactions and transactions with affiliates, and encumber and dispose of assets. Obligations under the Credit Facility are secured by a security interest and lien upon substantially all of the Company's assets.

As of June 30, 2022, the Company was in compliance with all financial covenants under the Credit Facility, as amended, and excess borrowing availability was approximately $22.0 million.

Note 8. Income Taxes

In order to determine the quarterly provision for income taxes, the Company uses an estimated annual effective tax rate, which is based on expected annual income and statutory tax rates in the various jurisdictions. However, to the extent that application of the estimated annual effective tax rate is not representative of the quarterly portion of actual tax expense expected to be recorded for the year, the Company determines the provision for income taxes based on actual year-to-date income (loss). Certain significant or unusual items are separately recognized as discrete items in the period during which they occur and can be a source of variability in the effective tax rates from quarter to quarter.

The following table presents the Company's income tax expense and effective income tax rate:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
	(in thousands)			
Income tax expense (benefit)	$ (4,740)	$ (1,286)	$ (7,379)	$ 1,480
Effective income tax rate	21.0%	(295.6%)	23.3%	12.3%

Income tax benefit for the three months ended June 30, 2022 was $4.7 million at an effective tax rate of 21.0% and income tax benefit for the six months ended June 30, 2022 was $7.4 million at an effective tax rate of 23.3%. Income tax benefit for the three months ended June 30, 2021 was $1.3 million at an effective tax rate of (295.6%) and income tax expense for the six months ended June 30, 2021 was $1.5 million at an effective tax rate of 12.3%. The effective tax rate for the three and six months ended June 30, 2022 was primarily impacted by the deduction for stock option exercises, offset by certain non-deductible costs and state income tax expense. Significant judgment is required in evaluating uncertain tax positions and determining the provision for income taxes.

The Company recognizes only those tax positions that meet the more-likely-than-not recognition threshold and establishes tax reserves for uncertain tax positions that do not meet this threshold. Interest and penalties associated with income tax matters are included in the provision for income taxes in the condensed consolidated statements of operations. As of June 30, 2022, the Company had uncertain tax positions of $3.8 million, inclusive of $1.1 million of interest and penalties.

The Company has determined that a valuation allowance is not needed against the deferred tax asset as of June 30, 2022, with the exception of net operating losses for certain separate state filings. This analysis is performed on a quarterly basis and includes an evaluation of all positive and negative evidence to determine whether it is more-likely-than-not that the deferred tax assets will be realizable. This is based on generating earnings and taxable income in recent years, no tax attributes on hand that are at risk of expiring in the near future nor is there any history of expiring attributes, the cyclical nature of our business, and projections of future taxable income. In the event that actual results differ from these estimates, the Company may need to modify the level of valuation allowance which could materially impact our business, financial condition and results of operations.

The Company is subject to income taxes domestically and in various foreign jurisdictions. The Company files U.S., state and foreign income tax returns in jurisdictions with various statutes of limitations. The federal tax years open under the statute of limitations are 2018 through 2020, and the state tax years open under the statute of limitations are 2017 through 2020.

Note 9. Stock-Based Compensation

Total estimated stock-based compensation expense for employees and non-employees, related to all of the Company's stock-based awards, was as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
	(in thousands)			
Cost of revenue	$ 96	$ 90	$ 122	$ 487
Selling and marketing	539	446	937	777
Research and development	390	348	673	597
General and administrative	1,005	1,057	1,835	1,866
Total stock-based compensation	$ 2,030	$ 1,941	$ 3,567	$ 3,727

The following table presents the stock activity and the total number of shares available for grant as of June 30, 2022:

	(in thousands)
Balance at December 31, 2021	998
Options Cancelled	31
Restricted Stock Granted	(484)
Restricted Stock Forfeited	28
Performance Shares Unearned	7
Performance Shares Granted	(167)
Balance at June 30, 2022	413

Stock Option Activity

	Options Outstanding			
	Number of Shares Underlying Outstanding Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
			(in years)	
Outstanding at December 31, 2021	1,739,240	$ 7.72	7.02	$ 25,542,823
Options Granted	-	-		
Options Exercised	(71,379)	7.54		
Options Forfeited	(31,181)	10.28		
Outstanding at June 30, 2022	1,636,680	$ 7.68	6.45	$ 8,417,740
Vested and expected to vest at June 30, 2022	1,621,925	$ 7.74	6.44	$ 8,350,391
Exercisable at June 30, 2022	1,143,564	$ 7.28	5.98	$ 6,537,350

Stock options are time-based and the majority are exercisable within 10 years of the date of grant, but only to the extent they have vested. The options generally vest as specified in the option agreements subject to acceleration in certain circumstances. In the event participants in the plan cease to be employed or engaged by the Company, all vested options would be forfeited if they are not exercised within 90 days. Forfeitures on option grants are estimated at 10% for non-executives and 0% for executives based on evaluation of historical and expected future turnover. Stock-based compensation expense was recorded net of estimated forfeitures, such that expense was recorded only for those stock-based awards expected to vest. The Company reviews this assumption periodically and will adjust it if it is not representative of future forfeiture data and trends within employee types (executive vs. non-executive).

Aggregate intrinsic value represents the difference between the estimated fair value of the underlying common stock and the exercise price of outstanding, in-the-money options. The aggregate intrinsic value of options exercised was $0.8 million for the six months ended June 30, 2022.

The Company uses the Black-Scholes option-pricing model to estimate the fair value of options granted as of the grant date. There were no new options granted during the six months ended June 30, 2022. The total estimated fair value of employee options vested during the six months ended June 30, 2022 was $3.5 million. As of June 30, 2022, total unrecognized compensation cost related to non-vested stock options granted to employees was $2.0 million, which is expected to be recognized over a remaining weighted average vesting period of 1.6 years.

Restricted Stock Activity

	Shares	Weighted Average Grant Date Fair Value Per Share
Nonvested restricted stock at December 31, 2021	788,454	$ 16.81
Granted	483,533	21.20
Vested	(258,399)	16.31
Shares forfeited	(27,854)	16.58
Nonvested restricted stock at June 30, 2022	985,734	$ 19.10

As of June 30, 2022, total unrecognized compensation costs related to the nonvested restricted stock awards was $17.6 million, which will be recognized over a remaining weighted average vesting period of 2.5 years.

Performance-Based Restricted Share Units

As of June 30, 2022, the Company had 256,342 performance-based restricted share units outstanding, including 167,000 issued in 2022. The vesting of performance-based restricted share units is determined over a three-year period based on (i) the amount by which revenue growth exceeds a defined baseline market growth each year and (ii) the achievement of specified tiers of adjusted EBITDA as a percentage of net revenue each year, with the ability to earn and vest into such units ranging from 0% to 200%. In 2021, 37,507 performance-based restricted share units vested related to the Company's achievement of these performance measures.

Note 10. Net Income (Loss) Per Share

The following table sets forth the computation of basic and diluted net income (loss) per share of common stock attributable to common stockholders:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
	(in thousands, except per-share data)			
Net income (loss)	$ (17,826)	$ 1,721	$ (24,302)	$ 10,559
Weighted average common shares outstanding — Basic	16,500	15,920	16,348	15,737
Plus incremental shares from assumed conversions:				
Dilutive effect of restricted stock	—	421	—	469
Dilutive effect of stock options	—	1,438	—	1,448
Dilutive effect of warrants	—	550	—	550
Weighted average common shares outstanding — Diluted	16,500	18,329	16,348	18,204
Net income (loss) per share:				
Basic	$ (1.08)	$ 0.11	$ (1.49)	$ 0.67
Diluted	$ (1.08)	$ 0.09	$ (1.49)	$ 0.58

Incremental shares from stock options and restricted stock awards are computed using the treasury stock method. The weighted average shares listed below were not included in the computation of diluted earnings per share because to do so would have been anti-dilutive for the periods presented or were otherwise excluded under the treasury stock method. The treasury stock method calculates dilution assuming the exercise of all in-the-money options and vesting of restricted stock, reduced by the repurchase of shares with the proceeds from the assumed exercises and unrecognized compensation expense for outstanding awards.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
	(in thousands)			
Stock options	1,655	77	1,672	769
Unvested restricted stock awards	963	8	915	283
Warrants	550	—	550	—
Total	3,168	85	3,137	1,052

Note 11. Segment Information

The following table represents total net revenues based on where customers are physically located:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
	(in thousands)			
North America	$ 27,384	$ 50,645	$ 58,752	$ 114,780
Europe and Middle East	9,179	19,075	21,301	45,418
Asia Pacific	4,737	8,844	7,909	11,419
Total net revenues	$ 41,300	$ 78,564	$ 87,962	$ 171,617

Note 12. Commitments and Contingencies

Litigation

The Company is subject to various legal proceedings and claims that arise in the ordinary course of its business. Although the amount of any liability that could arise with respect to these actions cannot be determined with certainty, in the Company’s opinion, any such liability will not have a material adverse effect on its consolidated financial position, consolidated results of operations or liquidity.

Shareholders Class Action: On August 5, 2013, VTBH and the Company (f/k/a Parametric Sound Corporation) announced that they had entered into the Merger Agreement pursuant to which VTBH would acquire an approximately 80% ownership interest and existing shareholders would maintain an approximately 20% ownership interest in the combined company (the “Merger”). Following the announcement, several shareholders filed class action lawsuits in California and Nevada seeking to enjoin the Merger. The plaintiffs in each case alleged that members of the Company’s Board of Directors breached their fiduciary duties to the shareholders by agreeing to a merger that allegedly undervalued the Company. VTBH and the Company were named as defendants in these lawsuits under the theory that they had aided and abetted the Company’s Board of Directors in allegedly violating their fiduciary duties. The plaintiffs in both cases sought a preliminary injunction seeking to enjoin closing of the Merger, which, by agreement, was heard by the Nevada court with the California plaintiffs invited to participate. On December 26, 2013, the court in the Nevada case denied the plaintiffs’ motion for a preliminary injunction. Following the closing of the Merger, the Nevada plaintiffs filed a second amended complaint, which made essentially the same allegations and sought monetary damages as well as an order rescinding the Merger. The California plaintiffs dismissed their action without prejudice, and sought to intervene in the Nevada action, which was granted. Subsequent to the intervention, the plaintiffs filed a third amended complaint, which made essentially the same allegations as prior complaints and sought monetary damages. On June 20, 2014, VTBH and the Company moved to dismiss the action, but that motion was denied on August 28, 2014. On September 14, 2017, a unanimous en banc panel of the Nevada Supreme Court granted defendants’ petition for writ of mandamus and ordered the trial court to dismiss the complaint but provided a limited basis upon which plaintiffs could seek to amend their complaint. Plaintiffs amended their complaint on December 1, 2017 to assert the same claims in a derivative capacity on behalf of the Company, as a well as in a direct capacity, against VTBH, Stripes Group, LLC, SG VTB Holdings, LLC, and the former members of the Company’s Board of Directors. All defendants moved to dismiss this amended complaint on January 2, 2018, and those motions were denied on March 13, 2018. Defendants petitioned the Nevada Supreme Court to reverse this ruling on April 18, 2018. On June 15, 2018, the Nevada Supreme Court denied defendants’ writ petition without prejudice. The district court subsequently entered a pretrial schedule and set trial for November 2019. On January 18, 2019, the district court certified a class of shareholders of the Company as of January 15, 2014. On October 11, 2019, the parties notified the district court that they had reached a settlement that would resolve the pending action if ultimately approved by the Court. On January 13, 2020, the district court preliminarily approved the settlement between the plaintiffs and all defendants. A final hearing was held on May 18, 2020, wherein the Court approved the settlement and entered final judgment. Plantiff has filed a notice of their intent to appeal the judgment.

On May 22, 2020, PAMTP LLC, which purports to hold the claims of eight shareholders who opted out of the class settlement described above, brought suit against the Company, the Company's CEO, Juergen Stark, Stripes Group, LLC, SG VTB Holdings, LLC, Kenneth Fox, and former members of the Company's Board of Directors in Nevada state court. This opt-out action asserts the same direct claims that were asserted by the class of shareholders described above. The defendants filed two motions to dismiss this complaint, which were heard on August 10, 2020. The Court denied those motions by order of August 20, 2020. The case was tried in August 2021 and all defendants, including the Company, prevailed on all counts with final judgment entered in their favor on September 3, 2021.

Employment Litigation: On April 20, 2017, a former employee filed an action in the Superior Court for the County of San Diego, State of California. The complaint alleges claims including wrongful termination, retaliation and various other provisions of the California Labor Code. The complaint seeks unspecified economic and non-economic losses, as well as allegedly unpaid wages, unreimbursed business expenses statutory penalties, interest, punitive damages and attorneys' fees. The Company filed a cross-complaint against the former employee on May 25, 2017 for certain activities related to his employment with the Company. The matter was tried between September 24 and October 7, 2021. On October 8, 2021 a jury rendered a unanimous verdict in favor of the Company on the employment claims. The Court granted a directed verdict to the Company on its Cross- Complaint against the former employee. Judgment was entered in favor of the Company on October 27, 2021. On December 20, 2021, the former employee filed a notice of appeal of the judgment.

Intellectual Property Dispute: On November 24, 2020, ABP Technology Limited (ABP) issued a claim for trademark infringement in the High Court of England and Wales against Voyetra Turtle Beach, Inc. ("VTB") and Turtle Beach Europe Limited ("TBEU") relating to the use by VTB and TBEU of the sign STEALTH on and in relation to gaming headsets in the UK. VTB and TBEU filed and served a Defense to the claim on February 2, 2021. On March 31, 2021, ABP filed an application for summary judgement. The summary judgment application was heard by the Court in November 2021 and was dismissed. The next stage in the main proceedings will be a Case Management Conference on November 4, 2022 at which the Court will give directions for each stage to trial. The trial is expected to be heard in April 2023.

Consumer Class Action: On June 13, 2022, an individual filed a class action lawsuit against VTB in the United States District Court for the Central District of California. The complaint alleges that VTB violated the Telephone Consumer Protection Act, 47 U.S.C. § 227(b), by sending marketing-related text messages to the plaintiff and other members of the public who have registered their telephone numbers on the national Do-Not-Call Registry. The plaintiff seeks to represent a class of all persons in the United States whose telephone numbers were present on the national Do-Not-Call Registry and received text messages from VTB within the last four years. The complaint seeks statutory damages and an order enjoining VTB from sending further text messages to telephone numbers listed on the national Do-Not-Call Registry. VTB believes that the plaintiff consented to receive marketing-related text messages from VTB and maintains that it does not contact members of the public without their consent. VTB has filed an initial response to the complaint. The court has not yet set a trial date for this matter.

The Company will continue to vigorously defend itself in the foregoing unresolved matters. However, litigation and investigations are inherently uncertain. Accordingly, the Company cannot predict the outcome of these matters. The Company has not recorded any accrual at June 30, 2022 for contingent losses associated with these matters based on its belief that losses, while possible, are not probable. Further, any possible range of loss cannot be reasonably estimated at this time. The unfavorable resolution of these matters could have a material adverse effect on the Company's business, results of operations, financial condition, or cash flows. The Company is engaged in other legal actions, not described above, arising in the ordinary course of its business and, while there can be no assurance, believes that the ultimate outcome of these other legal actions will not have a material adverse effect on its business, results of operations, financial condition, or cash flows.

Warranties

The Company warrants its products against certain manufacturing and other defects. These product warranties are provided for specific periods of time depending on the nature of the product. Warranties are generally fulfilled by replacing defective products with new products. The following table provides the changes in our product warranty reserve, which are included in accrued liabilities:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
	(in thousands)			
Warranty, beginning of period	$ 789	$ 1,118	$ 856	$ 1,039
Warranty costs accrued	72	119	193	453
Settlements of warranty claims	(143)	(215)	(331)	(470)
Warranty, end of period	$ 718	$ 1,022	$ 718	$ 1,022

Operating Leases - Right of Use Assets

The Company adopted ASU 2016-02, *Leases*, on January 1, 2019. The Company determines whether an arrangement is a lease at inception. The Company leases office spaces that provide for future minimum rental lease payments under non-cancelable operating leases that have remaining lease terms of one year to nine years, and do not contain any material residual value guarantees or material restrictive covenants.

The components of the right-of-use assets and lease liabilities were as follows:

	Balance Sheet Classification	June 30, 2022
		(in thousands)
Right-of-use assets	Other assets	$ 7,619
Lease liability obligations, current	Other current liabilities	$ 1,069
Lease liability obligations, noncurrent	Other liabilities	7,134
Total lease liability obligations		$ 8,203
Weighted-average remaining lease term (in years)		5.4
Weighted-average discount rate		5.25 %

During the six months ended June 30, 2022, the Company recognized approximately $0.7 million of lease costs in operating expenses and approximately $0.5 million of operating cash flows from operating leases.

Approximate future minimum lease payments for the Company's right of use assets over the remaining lease periods as of June 30, 2022, are as follows:

	(in thousands)
2022	$ 660
2023	1,285
2024	1,306
2025	1,293
2026	1,200
Thereafter	3,674
Total minimum payments	9,418
Less: Imputed interest	(1,215)
Total	$ 8,203

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our operations should be read together with our unaudited condensed consolidated financial statements and the related notes included in Part I of this Quarterly Report on Form 10-Q and with our audited consolidated financial statements and the related notes included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 2, 2022 (the "Annual Report.")

This Report on Form 10-Q contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements in this Report are indicated by words such as "anticipates," "expects," "believes," "intends," "plans," "estimates," "projects," "strategies" and similar expressions or negatives thereof. Caution should be taken not to place undue reliance on any such forward-looking statements because they involve risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied in, or reasonably inferred from, such statements. Forward-looking statements are based on the beliefs, as well as assumptions made by, and information currently available to, the Company's management and are made only as of the date hereof. The Company undertakes no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise, except as required by the federal securities laws. In addition, forward-looking statements are subject to certain risks and uncertainties, including those described elsewhere in this Quarterly Report on Form 10-Q (including the effects related to the coronavirus ("COVID-19") pandemic) that could cause actual results to differ materially from the Company's historical experience and its present expectations or projections.

Business Overview

Turtle Beach Corporation ("Turtle Beach" or the "Company"), headquartered in White Plains, New York and incorporated in the state of Nevada in 2010, is a premier audio and gaming technology company with expertise and experience in developing, commercializing and marketing innovative products across a range of large addressable markets under the Turtle Beach®, ROCCAT® and Neat Microphones® brands. Turtle Beach is a worldwide leader of feature-rich headset solutions for use across multiple platforms, including video game and entertainment consoles, handheld consoles, personal computers ("PC"), tablets and mobile devices. ROCCAT is a gaming headset, keyboards, mice and other accessories brand focused in the PC peripherals market. Neat Microphones is a microphones brand focused on using cutting edge technology and design to create high quality USB and analog microphones for gamers, streamers, and professionals.

Business Trends

We participate in the global software and accessories gaming market, which had an estimated size of $200 billion in 2021, per updated data published by Newzoo in April 2022. The global gaming audience exceeds global cinema and music markets with over 3 billion active gamers worldwide. Gaming peripherals, such as headsets, keyboards, mice, microphones, controllers, and simulation are estimated to be an over $8.5 billion business globally with over 80% of that market in the Americas and Europe where the Company's business is focused.

Competitive esports is a global phenomenon where professional gamers train and compete to win prize money, partner with major brands, and attract dedicated fans – similar to traditional professional sports. There were approximately 490 million esports viewers in 2021, and that is expected to increase to roughly 641 million viewers by 2025, according to a report from Newzoo. Of those 641 million projected viewers, approximately 318 million are considered "esports enthusiasts."

Many gamers play online, where a gaming headset (which typically includes a microphone allowing players to communicate in real-time) provides a more immersive experience and a competitive advantage in the industry's most popular games and franchises.

The Company's results are affected by numerous macroeconomic factors including inflation, consumer spending confidence and global supply chains. In 2022, we have experienced a higher rate of inflation than in recent years resulting in higher cost of goods, selling expenses, and general and administrative expenses. Such increases have had and may continue to have a negative impact on the Company's profit margins if selling prices of products do not increase with the increased costs.

The COVID-19 pandemic has disrupted worldwide economic markets and the extent to which the pandemic and measures adopted in response thereto continue to affect the Company's business, results of operations and financial condition will depend on future developments, which are highly uncertain and difficult to predict. While there were likely certain one-time purchases of our products caused by stay-at-home guidance and remote working and learning, we believe millions of new gamers have joined the market which created an ongoing, larger installed base of players.

Console Headset Market

The global market for console headsets in 2021 was approximately $1.7 billion. PlayStation® and Xbox® consoles continue to be dominant gaming platforms in North America and Europe for games that drive headset usage. Consistent with a historical pattern of major new console launches every 7-8 years, Microsoft and Sony released their latest next generation consoles, Xbox® Series and PlayStation®5 platforms just ahead of the 2020 holiday season. Demand for the new consoles has continued to be very strong and exceeded supply which is a good indicator

of the enthusiasm for the latest consoles. The demand for gaming consoles is forecasted to continue to be strong in 2022 with the additional supply of PlayStation®5 and Xbox® Series platforms expected to help the overall console market reach single digit percentage growth in 2022.

Nintendo has sold over 100 million units of the Nintendo Switch™ since its release in early 2017. Nintendo continues adding and expanding their library of games with an increased number of multiplayer chat-enabled games. Nintendo also sells the Nintendo Switch™ Lite, a follow-on product that offers gamers the hand-held only version of their popular gaming console.

While gaming on mobile/tablet devices represents about 51% of the global gaming market and headsets can be used for mobile gaming, console and PC gaming are by-far the largest drivers of gaming headset use.

PC Accessories Market

The market for PC gaming headsets, mice, and keyboards is estimated to have grown slightly in 2021 to $3.6 billion. The same gaming, work-from-home, and school-learn-from-home factors associated with the COVID-19 pandemic that benefitted the accessories market also resulted in increased consumer demand for headsets, keyboards, mice, and other accessories developed for PC gaming in recent years.

PC gaming in the U.S. has seen a resurgence in popularity the past few years and continues to be a main gaming platform internationally, driven by big AAA game launches, PC-specific esports leagues, popular teams and players, content creators and influencers and cross-platform play. While most games are available on multiple platforms, gaming on PC offers advantages including improved graphics, increased speed and precision of mouse/keyboard controls, and the ability for deeper customization. Gaming mice and keyboards are engineered to provide gamers with high-end performance and a superior gaming experience through features such as faster response times, improved materials and build quality, programmable buttons and keys, and software suites to customize and control devices and settings.

PC gaming mice come in a variety of different ergonomic shapes and sizes, are available in both wired and wireless models, offer options for different sensors (optical and laser) and responsiveness, and often feature integrated RGB lighting and software to unify with the lighting on other devices for a visually consistent PC gaming appearance. Similarly, PC gaming keyboards often deliver a competitive advantage by offering options for mechanical and optical key switches that feel and sound different and offer customizable lighting.

PC and console gaming markets are also driven by major game launches and franchises that encourage players to buy equipment and accessories. On Xbox®, PlayStation®, and PC flagship games like Call of Duty®, Destiny, Star Wars: Battlefront, Battlefield, Grand Theft Auto, and battle royale games like Fortnite, Call of Duty Warzone, Apex Legends, and PlayerUnknown’s Battlegrounds, are examples of major franchises that prominently feature online multiplayer modes that encourage communication and tend to drive increased gaming headset demand. Many of these established franchises launch new titles annually leading into the holidays and as a result can cause an additional boost to the normally strong holiday sales for gaming accessories.

Microphone Market

As of 2021, the microphone market is estimated to be $2.1 billion in size of which roughly an estimated $630 million is for digital USB microphones. The market for high-quality microphones, specifically digital microphones, has experienced significant growth as content creators on YouTube, Twitch and other popular platforms are gravitating toward using high-quality professional equipment for their workstations. Additionally, with the trend to remote work, the need for a well-performing desktop microphone has become an important tool for working and learning from home, as well as staying connected with family and friends. Turtle Beach’s acquisition of Neat Microphones in 2021 expanded the Company’s reach into the global microphone market, including, in particular, the market for digital/USB microphones that are often used by gamers, streamers, and influencers with other PC accessories.

Other Gaming Accessories Market

During 2021, the Company successfully expanded into the gaming simulation and gaming controller markets with the launch of the VelocityOne Flight™ simulation control system and the Xbox® Recon Controller, respectively. These markets increased our total addressable market by $1 billion, with third-party game controllers at roughly $600 million, and PC/console flight simulation hardware at roughly $400 million.

Supply Chain and Logistic Outlook

The ongoing global economic recovery, subsequent to the COVID-19 pandemic, as well as a surge in imports and high demand for electronics, has created significant challenges for global supply chains resulting in inflationary cost pressures and component shortages. We have also experienced logistical challenges related to transportation delays and have incurred incremental costs for commodities and components used in our products as well as component shortages that have negatively impacted our sales and results of operations. These factors resulted in the demand for such goods to exceed supply chain capacity, which drove costs and lead times higher. We expect that these challenges will continue

to have an impact on our businesses for the foreseeable future. As a result, we continue to take proactive steps to continue to limit the impact of these challenges and are working closely with our suppliers to manage availability of products and implement other cost savings initiatives.

Key Performance Indicators and Non-GAAP Measures

In evaluating our results, management routinely reviews key performance indicators, which include non-GAAP measures as well as the operating metrics of revenue, operating income and margins, and earnings per share, among others. In addition, we believe certain other measures provide useful information to management and investors about us and our financial condition and results of operations for the following reasons: (i) they are measures used by our Board of Directors and management team to evaluate our operating performance; (ii) they are measures used by our management team to make day-to-day operating decisions; (iii) the adjustments made are often viewed as either non-recurring or not reflective of ongoing financial performance or have no cash impact on operations; and (iv) they are used by securities analysts, investors and other interested parties as a common operating performance measure to compare results across companies in our industry by adjusting for potential differences caused by variations in capital structures (affecting relative interest expense), and the age and book value of facilities and equipment (affecting relative depreciation and amortization expense). We consider the following metrics, which may not be comparable to similarly titled measures reported by other companies, to be key performance indicators:

- *Adjusted EBITDA* is a non-GAAP measure that we believe is useful to investors to measure the operational strength and performance of our business. Adjusted EBITDA is defined as net income (loss) before interest, taxes, depreciation and amortization, stock-based compensation (non-cash) and certain special items that we believe are not representative of core operations.

- *Cash Margin* is defined as gross margin excluding depreciation and amortization, and stock-based compensation.

We believe that the presentation of Adjusted EBITDA is appropriate to provide additional information to investors about our operating profitability adjusted for certain non-cash items, non-routine items that we do not expect to continue at the same level in the future, as well as other items that are not core to our operations. Further, we believe Adjusted EBITDA provides a meaningful measure of operating profitability because we use it for evaluating our business performance, making budgeting decisions, and comparing our performance against that of other peer companies using similar measures. However, Adjusted EBITDA is not a measure of financial performance under accounting principles generally accepted in the United States of America ("GAAP") and, given the limitations of these metrics as analytical tools, should not be considered a substitute for gross profit, gross margins, net income (loss) or other consolidated income statement data as determined in accordance with GAAP.

Adjusted EBITDA (and a reconciliation to Net income (loss), the nearest GAAP financial measure) for the three and six months ended June 30, 2022 and June 30, 2021, are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
	(in thousands)			
Net income (loss)	$ (17,826)	$ 1,721	$ (24,302)	$ 10,559
Interest expense	84	73	$ 193	170
Depreciation and amortization	1,577	1,430	$ 3,081	2,472
Stock-based compensation	2,030	1,941	$ 3,567	3,727
Income tax expense (benefit)	(4,740)	(1,286)	$ (7,379)	1,480
Restructuring Expense	527	—	$ 527	—
Business transaction expense	—	88	—	250
Non-recurring business costs	6,267	987	$ 6,499	1,626
Adjusted EBITDA	$ (12,081)	$ 4,954	$ (17,814)	$ 20,284

Comparison of the Three Months Ended June 30, 2022 to the Three Months Ended June 30, 2021

Net loss for the three months ended June 30, 2022 was $17.8 million with Adjusted EBITDA of ($12.1) million, compared to net income of $1.7 million with Adjusted EBITDA of $5.0 million for the prior year, due to consumer spending caution across all major markets, reduced channel inventory levels at retailers, increased freight costs, business mix, and volume-driven fixed cost deleveraging.

Comparison of the Six Months Ended June 30, 2022 to the Six Months Ended June 30, 2021

Net loss for the six months ended June 30, 2022 was $24.3 million with Adjusted EBITDA of ($17.8) million compared to net income of $10.6 million with Adjusted EBITDA of $20.3 million for the prior period due to lower revenue as compared to prior year's incremental stimulus check driven spending as well as increased freight costs.

Results of Operations

The following table sets forth the Company's statements of operations for the periods presented:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
	(in thousands)			
Net revenue	$ 41,300	$ 78,564	$ 87,962	$ 171,617
Cost of revenue	33,418	49,854	66,051	108,052
Gross profit	7,882	28,710	21,911	63,565
Operating expenses	29,255	28,267	51,571	50,842
Operating income (loss)	(21,373)	443	(29,660)	12,723
Interest expense	84	73	193	170
Other non-operating expense, net	1,109	(65)	1,828	514
Income (loss) before income tax	(22,566)	435	(31,681)	12,039
Income tax expense (benefit)	(4,740)	(1,286)	(7,379)	1,480
Net income (loss)	$ (17,826)	$ 1,721	$ (24,302)	$ 10,559

Net Revenue and Gross Profit

The following table summarizes net revenue and gross profit for the periods presented:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
	(in thousands)			
Net Revenue	$ 41,300	$ 78,564	$ 87,962	$ 171,617
Gross Profit	$ 7,882	$ 28,710	$ 21,911	$ 63,565
Gross Margin	*19.1%*	*36.5%*	*24.9%*	*37.0%*
Cash Margin (1)	*20.8%*	*37.2%*	*26.4%*	*37.7%*

(1) Excludes depreciation and amortization, and stock-based compensation

Comparison of the Three Months Ended June 30, 2022 to the Three Months Ended June 30, 2021

Net revenue for the three months ended June 30, 2022 was $41.3 million, a $37.3 million decrease from $78.6 million reflecting lower customer demand as a result of a challenging macroeconomic environment, lower channel inventory levels at retailers and global supply chain issues. The comparable prior year period revenues were at elevated levels resulting from stay-at-home orders and government stimulus payments.

For the three months ended June 30, 2022, gross margin decreased to 19.1% from 36.5% in the comparable prior year period. The decrease was primarily due to higher promotional credits driven by more aggressive competitive pricing actions to reduce channel inventory levels, business mix, higher freight costs, volume-driven fixed cost deleveraging and higher warehouse costs to ensure product supply.

Comparison of the Six Months Ended June 30, 2022 to the Six Months Ended June 30, 2021

Net revenue for the six months ended June 30, 2022 was $88.0 million, a $83.7 million decrease from $171.6 million in the elevated comparable prior year period brought on by stay-at-home orders and government stimulus payments.

For the six months ended June 30, 2022, gross margin decreased to 24.9% from 37.0% in the comparable prior year period. The decrease was primarily due to higher freight costs, a more normalized level of promotional credits and volume-driven fixed cost deleveraging.

Operating Expenses

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
	(in thousands)			
Selling and marketing	$ 11,587	$ 15,678	$ 22,416	$ 27,223
Research and development	5,136	4,416	10,388	8,409
General and administrative	12,532	8,173	18,767	15,210
Total operating expenses	$ 29,255	$ 28,267	$ 51,571	$ 50,842

Selling and Marketing

Selling and marketing expenses for the three and six months ended June 30, 2022 totaled $11.6 million and $22.4 million, respectively, compared to $15.7 million and $27.2 million, respectively, for the three and six months ended June 30, 2021. This decrease was primarily due to lower revenue-based expenses and scaling of marketing initiatives to the consumer environment.

Research and Development

Research and development costs for the three and six months ended June 30, 2022 were $5.1 million and $10.4 million, respectively, compared to $4.4 million and $8.4 million, respectively, for the three and six months ended June 30, 2021. The year-over-year increases were primarily due to the addition of resources and infrastructure to support new product development and further global expansion.

General and Administrative

General and administrative expenses for the three months ended June 30, 2022 totaled $12.5 million compared to $8.2 million for the three months ended June 30, 2021. Excluding certain non-recurring fees related to the proxy contest with respect to the 2022 annual meeting of stockholders and shareholder litigation costs, expenses decreased $0.8 million primarily due to lower professional fees.

General and administrative expenses for the six months ended June 30, 2022 totaled $18.8 million compared to $15.2 million for the six months ended June 30, 2021. Excluding certain non-recurring fees related to the proxy contest with respect to the 2022 annual meeting of stockholders and shareholder litigation costs, expenses decreased $1.1 million primarily due to lower professional fees and employee costs.

Income Taxes

Income tax benefit for the three months ended June 30, 2022 was $4.7 million at an effective tax rate of 21.0% and income tax benefit for the six months ended June 30, 2022 was $7.4 million at an effective tax rate of 23.3%. Income tax benefit for the three months ended June 30, 2021 was $1.3 million at an effective tax rate of (295.6%) and income tax expense for the six months ended June 30, 2021 was $1.5 million at an effective tax rate of 12.3%. The effective tax rate for the six months ended June 30, 2022 was primarily impacted by the deduction for stock option exercises, offset by certain non-deductible costs and state income tax expense.

Liquidity and Capital Resources

Our primary sources of working capital are cash flows from operations and availability under our revolving credit facility. We have funded operations and acquisitions in recent periods with operating cash flows and borrowings under our revolving credit facility.

The following table summarizes our sources and uses of cash:

	Six Months Ended June 30,	
	2022	2021
	(in thousands)	
Cash and cash equivalents at beginning of period	$ 37,720	$ 46,681
Net cash provided by (used for) operating activities	(41,247)	12,448
Net cash used for investing activities	(1,207)	(5,816)
Net cash provided by financing activities	16,245	2,799
Effect of foreign exchange on cash	(634)	85
Cash and cash equivalents at end of period	$ 10,877	$ 56,197

Operating activities

Cash used for operating activities for the six months ended June 30, 2022 was $41.2 million, a decrease of $53.7 million as compared to cash provided by operating activities of $12.4 million for the six months ended June 30, 2021. The decrease is primarily the result of lower gross receipts as well as higher inventory levels due to retailers compressing channel inventory and accelerated procurements to ensure product supply.

Investing activities

Cash used for investing activities was $1.2 million for the six months ended June 30, 2022, which was related to certain capital investments, compared to $5.8 million for the six months ended June 30, 2021, which included $2.5 million related to the Neat Microphones acquisition.

Financing activities

Net cash provided by financing activities was $16.2 million during the six months ended June 30, 2022 compared to $2.8 million during the six months ended June 30, 2021. Financing activities during the six months ended June 30, 2022 and June 30, 2021 consisted primarily of $15.7 million revolving credit facility borrowings and $2.8 million share-based activity, respectively.

Management assessment of liquidity

Management believes that our current cash and cash equivalents, the amounts available under our revolving credit facility and cash flows derived from operations will be sufficient to meet anticipated short-term and long-term funding for working capital and capital expenditures including amounts to develop new products, fund future stock repurchases and to pursue strategic opportunities.

In addition, the Company monitors the capital markets on an ongoing basis and may consider raising capital if favorable market conditions develop. Significant assumptions underlie this belief, including, among other things, that there will be no material adverse developments in our business, liquidity or capital requirements.

Foreign cash balances at June 30, 2022 and December 31, 2021 were $3.4 million and $10.2 million, respectively.

At-the-Market Equity Offering Sales Agreement

On August 7, 2020, the Company entered into an ATM Equity Offering Sales Agreement (the “Sales Agreement”) with BofA Securities, Inc. (the “Sales Agent”). Pursuant to the terms of the Sales Agreement, the Company may sell from time to time through the Sales Agent shares of the Company’s common stock, par value $0.001 per share, having an aggregate offering price of up to $30 million. The Company intends to use the net proceeds from the offering, after deducting the Sales Agent’s commissions and the Company’s offering expenses, to support its strategic growth plans, as well as for general corporate purposes.

There was no activity under this agreement during the six months ended June 30, 2022.

Revolving Credit Facility

On December 17, 2018, Turtle Beach and certain of its subsidiaries entered into an amended and restated loan, guaranty and security agreement (“Credit Facility”) with Bank of America, N.A. (“Bank of America”), as Agent, Sole Lead Arranger and Sole Bookrunner, which replaced the then existing asset-based revolving loan agreement. The Credit Facility, which expires on March 5, 2024, provides for a line of credit of up to $80 million inclusive of a sub-facility limit of $12 million for TB Europe, a wholly-owned subsidiary of Turtle Beach. In addition, the Credit Facility provides for a $40 million accordion feature and the ability to increase the borrowing base with a “first-in, last-out” (a “FILO Loan”) of up to $6.8 million.

On May 31, 2019, the Company amended the Credit Facility to provide for, amongst other items, (i) the addition of TBC Holding Company LLC, a wholly-owned subsidiary of VTB, as an obligor and (ii) the ability to make investments in TB Germany GmbH, a wholly-owned subsidiary of TB Europe, of up to $4 million in connection with the acquisition of ROCCAT and up to an additional $4 million annually.

The maximum credit availability for loans and letters of credit under the Credit Facility is governed by a borrowing base determined by the application of specified percentages to certain eligible assets, primarily eligible trade accounts receivable and inventories, and is subject to discretionary reserves and revaluation adjustments. The Credit Facility may be used for working capital, the issuance of bank guarantees, letters of credit and other corporate purposes.

Amounts outstanding under the Credit Facility bear interest at a rate equal to either a rate published by Bank of America or the LIBOR rate, plus in each case, an applicable margin, which is between 0.50% to 1.25% for base rate loans and between 1.25% to 2.00% for U.S. LIBOR loans and U.K. loans, and between 2.00% to 2.75% for the FILO Loan. In addition, Turtle Beach is required to pay a commitment fee on the unused revolving loan commitment at a rate ranging from 0.25% to 0.50% and letter of credit fees and agent fees. As of June 30, 2022, interest rates for outstanding borrowings were 5.25% for base rate loans and 3.00% for LIBOR rate loans. As of June 30, 2022, there was $15.7 million in outstanding borrowings under the Credit Facility.

The Company and the administrative agent entered into an amendment to the Credit Agreement (the "LIBOR Transition Amendment") to replace the LIBOR rate as a reference rate available for use in the computation of interest under the Credit Agreement in favor of (i) the Applicable Rate (as defined in the Credit Agreement) plus Sterling Overnight Index Average ("SONIA") or the Euro Interbank Offered Rate ("EURIBOR"). The Company expects to enter into an additional agreement to finalize the transition of the U.S. LIBOR rate prior its expiration on June 30, 2023.

The Company is subject to quarterly financial covenant testing if certain availability thresholds are not met or certain other events occur (as defined in the Credit Facility). At such times, the Credit Facility requires the Company and its restricted subsidiaries to maintain a fixed charge coverage ratio of at least 1.00 to 1.00 as of the last day of each fiscal quarter.

The Credit Facility also contains affirmative and negative covenants that, subject to certain exceptions, limit our ability to take certain actions, including the Company's ability to incur debt, pay dividends and repurchase stock, make certain investments and other payments, enter into certain mergers and consolidations, engage in sale leaseback transactions and transactions with affiliates, and encumber and dispose of assets. Obligations under the Credit Facility are secured by a security interest and lien upon substantially all of the Company's assets.

As of June 30, 2022, the Company was in compliance with all financial covenants under the Credit Facility, as amended, and excess borrowing availability was approximately $22.0 million.

Critical Accounting Estimates

Our discussion and analysis of our results of operations and capital resources are based on our consolidated financial statements, which have been prepared in conformity with U.S. GAAP. The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses and the disclosure of contingent assets and liabilities. Management bases its estimates, assumptions and judgments on historical experience and on various other factors that it believes to be reasonable under the circumstances.

Different assumptions and judgments would change the estimates used in the preparation of the condensed consolidated financial statements, which, in turn, could change the results from those reported. Management evaluates its estimates, assumptions and judgments on an ongoing basis. For a discussion of the critical estimates that affect the condensed consolidated financial statements, see "Critical Accounting Estimates" included in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report.

See Note 2, "Summary of Significant Accounting Policies," to the unaudited condensed consolidated financial statements contained herein for a complete discussion of recent accounting pronouncements. We are currently evaluating the impact of certain recently issued guidance on our financial condition and results of operations in future periods.

Item 3 - Qualitative and Quantitative Disclosures About Market Risk

Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. The Company's market risk exposure is primarily a result of fluctuations in interest rates, foreign currency exchange rates and inflation.

The Company has used derivative financial instruments, specifically foreign currency forward and option contracts, to manage exposure to foreign currency risks, by hedging a portion of its forecasted expenses denominated in British Pounds expected to occur within a year. The effect of exchange rate changes on foreign currency forward and option contracts is expected to offset the effect of exchange rate changes on the underlying hedged item. The Company does not use derivative financial instruments for speculative or trading purposes. As of June 30, 2022 and December 31, 2021, we did not have any derivative financial instruments.

Foreign Currency Exchange Risk

The Company has exchange rate exposure primarily with respect to the British Pound and Euro. As of June 30, 2022 and December 31, 2021, our monetary assets and liabilities that are subject to this exposure are immaterial, therefore the potential immediate loss to us that would result from a hypothetical 10% change in foreign currency exchange rates would not be expected to have a material impact on our earnings or cash flows. This sensitivity analysis assumes an unfavorable 10% fluctuation in the exchange rates affecting the foreign currencies in which monetary assets and liabilities are denominated and does not take into account the offsetting effect of such a change on our foreign currency denominated revenues.

Inflation Risk

The Company is exposed to market risk due to inflationary pressures, including higher labor-related costs, increases in the costs of the goods and services we purchase as part of the manufacture and distribution of our products, increased costs from supply chain and logistic headwinds and increased costs in our operations generally. Such inflationary pressures have been and could continue to be exacerbated by higher oil prices, geopolitical turmoil, and economic policy actions. Inflationary pressures can also have a negative impact on demand for the products we sell. Reduced or delayed discretionary spending by consumers in response to inflationary pressures has reduced consumer demand for our products, resulting in reduced sales. In 2022, we have experienced a higher rate of inflation than in recent years resulting in higher cost of

goods, selling expenses, and general and administrative expenses. Such increases have had and may continue to have a negative impact on the Company's profit margins if selling prices of products do not increase with the increased costs.

Item 4 - Controls and Procedures

Disclosure Controls and Procedures

Disclosure controls and procedures (as defined in Rules 13(a)-15(e) and 15(d)-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")), are designed to ensure that (1) information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms; and (2) that such information is accumulated and communicated to management, including the principal executive officer and principal financial officer, to allow timely decisions regarding required disclosures.

At the conclusion of the period covered by this Quarterly Report on Form 10-Q, we carried out an evaluation, under the supervision of our Chief Executive Officer (our principal executive officer, or PEO) and our Chief Financial Officer (our principal financial officer, or PFO), of the effectiveness of the design and operation of our disclosure controls and procedures. Based upon that evaluation, our PEO and PFO concluded that our disclosure controls and procedures, as defined in Rule 13a-15(e) of the Exchange Act, were effective as of June 30, 2022.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting during the period covered that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Our process for evaluating controls and procedures is continuous and encompasses constant improvement of the design and effectiveness of established controls and procedures and the remediation of any deficiencies, which may be identified during this process.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PART II. OTHER INFORMATION

Item 1 - Legal Proceedings

Please refer to Note 12, "Commitments and Contingencies" in the notes to the unaudited condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q, which is incorporated into this item by reference.

Item 1A - Risk Factors

Set forth below is a summary of certain material risks related to an investment in our securities, which should be considered carefully in evaluating such an investment. Our business, financial condition, operating results and cash flows can be affected by a number of factors, whether currently known or unknown, including but not limited to those described below, any one or more of which could, directly or indirectly, cause the Company's actual results of operations and financial condition to vary materially from past, or from anticipated future, results of operations and financial condition. Any of these factors, in whole or in part, could materially and adversely affect the Company's business, financial condition, results of operations, cash flows and common stock price. Additional risks and uncertainties not presently known to us or that we currently consider immaterial may also impair our business operations.

The following discussion of risk factors contains forward-looking statements. These risk factors may be important to understanding any statement in this Form 10-Q or elsewhere. The following information should be read in conjunction with our financial statements and related notes in Part I, Item 1, "Financial Statements" and Part I, Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Quarterly Report on Form 10-Q.

Because of the following factors, as well as other factors affecting the Company's financial condition and operating results, past financial performance should not be considered to be a reliable indicator of future performance, and investors should not use historical trends to anticipate results or trends in future periods.

Risks Related to Our Operations

The strategic alternatives review process could disrupt our business, affect our financial condition and results of operations and lead to increased volatility in the market price of our common stock.

In connection with the settlement of our engagement with The Donerail Group LP and certain of its affiliates ("Donerail"), we announced a process to review strategic alternatives. We have incurred and may continue to incur substantial expenses associated with that process. That process may be time-consuming and disruptive to our business by diverting the attention of our management, Board of Directors and employees. In addition, we may be subject to costly and time-consuming litigation related to that process. Further, that process may result in the loss of potential business opportunities and have a negative effect on the market price and volatility of our common stock, as well as our ability to recruit and retain qualified personnel.

Our business has been and could continue to be adversely affected by inflationary pressures.

We are exposed to inflationary pressures including higher labor-related costs and potential increases in the costs of the goods and services we purchase as part of the manufacture and distribution of our products and in our operations generally. In 2021 and the first half of 2022, global supply chain constraints and the continuing effects of the COVID-19 pandemic (including government measures adopted in response thereto) have resulted in heightened inflationary cost pressures. Such inflationary pressures have also been and could continue to be exacerbated by higher oil prices, geopolitical turmoil (including the ongoing conflict in Ukraine), increased logistics costs and economic policy actions. As interest rates rise to address inflation, such increases could lead to an increase in borrowing costs over time.

Inflationary pressures can also have a negative impact on demand for the products we sell. Reduced or delayed discretionary spending by consumers, specifically for consumer electronic goods, in response to inflationary pressures has and could continue to reduce demand for our products, resulting in reduced sales. Our inability to adequately increase prices to offset increased costs associated with such inflationary pressures, or otherwise mitigate their impact, will increase our costs of doing business and reduce our margins and profitability. If such impacts are prolonged or substantial, they could have a material negative effect on our results of operations.

The manufacture, supply and shipment of our products are subject to supply chain and logistics risks that could adversely impact our financial results.

We face a number of risks related to supply chain management and logistics with respect to our products. Recently, we have experienced, and may in the future continue to experience, supply or labor shortages or other disruptions to our supply chain or logistics, which could result in shipping delays and increased costs, each of which could negatively impact our results, operations, product development, and sales. The extent and duration of the impact of these challenges are subject to numerous factors, including the continuing impact of the

COVID-19 pandemic, behavioral changes, wage and price costs, adoption of new or revised regulations, and broader macroeconomic conditions.

In 2021 and in the first half of 2022, we experienced supply chain disruptions that resulted in significant cost increases for commodities and components used in our products, as well as component shortages that have negatively affected our sales and results of operations. For example, the recent market shortage of semiconductors has caused disruptions, from both a supply and pricing standpoint. As discussed above, recent inflationary pressures have also been exacerbated by the lower availability of, and increased prices for, freight and logistics, including air, sea, and ground freight. We may not be able to pass along these price increases to its customers. While we have taken and continue to take measures implement cost saving initiatives and procure and maintain levels of inventory to prioritize product availability amidst global supply chain and logistical challenges, including by working closely with our suppliers, there can be no assurance that we will be able to continue to do so. Accordingly, any future delays, disruptions, and supply and pricing risks, such as the ongoing supply chain challenges and disruptions that we expect to continue during 2022, could affect our ability to meet customer demand for our products, which could have an adverse effect on our business, results of operations and financial condition.

The manufacture, supply and shipment of our products are dependent upon a limited number of third parties, and our success is dependent upon the ability of these parties to manufacture, supply and ship sufficient quantities of our products to us in a timely fashion, as well as the continued viability and financial stability of these third parties. In addition, many of our products use components with long order lead times and constrained supply. Any disruption in supply of these components could materially impact the ability of our third-party manufacturing partners to produce our products.

We rely on third parties to manufacture and manage the logistics of transporting and distributing our products, which subjects us to a number of risks that have been exacerbated as a result of the COVID-19 pandemic and the ongoing supply chain issues associated therewith. Our manufacturers' and suppliers' ability to supply products to us is also subject to a number of risks, including the availability of raw materials or components, their financial instability, the destruction of their facilities, epidemics or work stoppages. Any shortage of raw materials or components or an inability to control costs associated with manufacturing could increase our costs or impair our ability to ship orders in a timely and cost-efficient manner. As a result, we could experience cancellations of orders, refusal to accept deliveries or a reduction in our prices and margins, any of which could harm our financial performance and results of operations.

The continuation of stay-at-home orders and other COVID-19 pandemic related restrictions internationally has led to factory closures, interruptions in supply chains, increased regulation and workforce shortages, each of which may continue in the future. These issues and others may make it difficult for our suppliers and manufacturers to source raw materials or components, manufacture finished goods and export our products. There may be significant and material disruptions to our supply chain and operations, and delays in the manufacture and shipment of our products, which may then have a material adverse effect on our business or results of operations.

We could be negatively affected if we are not able to engage third parties with the necessary capabilities or capacity on reasonable terms, or if those we engage with fail to meet their obligations (whether due to financial difficulties, manufacturing constraints, or other reasons). Moreover, there can be no assurance that such manufacturers and suppliers will not refuse to supply us at prices we deem acceptable, independently market their own competing products in the future, or otherwise discontinue their relationships with us. Our failure to maintain these existing manufacturing and supplier relationships, or to establish new relationships on similar terms in the future, could have a material adverse effect on our business, results of operations, financial condition and liquidity.

In particular, certain of our products have a number of components and subassemblies produced by outside suppliers. In addition, for certain of these items, we qualify only a single source of supply with long lead times, which can magnify the risk of shortages or result in excess supply and also decreases our ability to negotiate price with our suppliers. Also, if we experience quality problems with suppliers, then our production schedules could be significantly delayed or costs significantly increased, which could have an adverse effect on our business, liquidity, results of operation and financial position.

In addition, the ongoing effectiveness of our supply chain is dependent on the timely performance of services by third parties shipping products and materials to and from our warehouse facilities and other locations. If we encounter problems with these shipments, our ability to meet retailer expectations, manage inventory, complete sales and achieve objectives for operating efficiencies could be materially adversely affected and we may be required to incur materially higher costs for shipping, including air freight. We have experienced some of these problems in the past and we cannot assure you that we will not experience similar problems in the future.

The effects of the COVID-19 pandemic could adversely affect our business, results of operations, and financial condition.

The effects of the public health crisis caused by the COVID-19 pandemic, its variant strains, and the measures taken in response are uncertain and difficult to predict, but may include a decrease in the demand and/or pricing for our products, disruptions to our supply chain, and a general deterioration of the global economy, among others.

Additionally, retailers have experienced, and may continue to experience, liquidity constraints or other financial difficulties due to COVID-19, which could lead to a reduction in the amount of merchandise purchased from us, an increase in order cancellations or the need to

extend payment terms. Any or all of these measures could substantially reduce revenue or have a material adverse effect on our results of operations.

At the beginning of the COVID-19 pandemic, we saw an increase in demand for our products due to increased gaming, work-from-home, and school-learn-from-home, however, such increased demand for our products has subsided as restrictions imposed for the pandemic are lifted and social functions and activities continue to return to pre-pandemic levels. This decrease in demand may continue as further pandemic restrictions are lifted and social functions not involving the use of our products continue to return.

These effects, alone or taken together, could have a material adverse effect on our business, results of operations or financial condition. An extended period of global supply chain and economic disruption resulting from the COVID-19 pandemic and the government measures adopted in response thereto could exacerbate the foregoing effects. In addition, the potential impacts of COVID-19 also could affect many of our risk factors included in Item 1A. of this Quarterly Report on Form 10-Q. However, as the COVID-19 situation is unprecedented and continuously evolving, the potential impacts to such risk factors remain uncertain.

We depend upon the success and availability of third-party gaming platforms and release of certain game titles to drive sales of our headset products.

The performance of our headset business is affected by the continued success of third-party gaming platforms, such as Microsoft's Xbox® consoles and Sony's PlayStation® consoles, as well as video games developed by such manufacturers and other third-party publishers. Our business could suffer if any of these parties fail to continue to drive the success of these platforms, develop new or enhanced video game platforms, develop popular game and entertainment titles for current or future generation platforms or produce and timely release sufficient quantities of such consoles. Further, if a platform is withdrawn from the market or fails to sell, we may be forced to liquidate inventories relating to that platform or accept returns resulting in significant losses.

Our brands face significant competition from other consumer electronics companies and this competition could have a material adverse effect on our financial condition and results of operations.

We compete with other producers of gaming accessories, including the video game console manufacturers. Our competitors may undertake more extensive marketing campaigns, adopt more aggressive pricing policies, or develop more commercially successful products for the PC and video game platforms than we do. In addition, competitors with large product lines and popular products, in particular the video game console manufacturers, typically have greater leverage with retailers, distributors and other customers, who may be willing to promote products with less consumer appeal in return for access to those competitors' more popular products.

In the event that a competitor reduces prices, we could be forced to respond by lowering our prices to remain competitive. If we are forced to lower prices, we may be required to "price protect" products that remain unsold in our customers' inventories at the time of the price reduction. Price protection results in our issuing a credit to our customers in the amount of the price reduction for each unsold unit in that customer's inventory. Our price protection policies, which are customary in the industry, can have a major impact on our profitability. Also, any actions we undertake to increase prices in response to rising inflation or other considerations may reduce demand for our product and have a material adverse effect on our business or results of operations.

Conversely, any actions we undertake to increase prices in response to rising costs due to higher inflation levels or other considerations may reduce demand for our products if our competitors do not follow with similar pricing actions. This may have a material adverse effect on our business or results of operations.

The industries in which we operate are subject to competition in an environment of rapid technological change, and if we do not adapt to, and appropriately allocate our resources among, emerging technologies, our revenues could be negatively affected.

We must make substantial product development and other investments to align our product portfolio and development efforts in response to market changes in the gaming industry. We must anticipate and adapt our products to emerging technologies in order to keep those products competitive. When we choose to incorporate a new technology into our products or to develop a product for a new platform or operating system, we are often required to make a substantial investment prior to the introduction of the product. If we invest in the development of a new technology or for a new platform that does not achieve significant commercial success, our revenues from those products likely will be lower than anticipated and may not cover our costs. Further, our competitors may develop or adapt to an emerging technology more quickly or effectively than we do, creating products that are technologically superior to ours, more appealing to consumers, or both.

New and emerging technologies and alternate platforms for gaming, such as mobile devices and virtual reality devices, could make the consoles for which our headsets are designed less attractive or, in time, obsolete, which could require us to transition our business model such as develop products for other gaming platforms.

There are numerous steps required to develop a product from conception to commercial introduction and to ensure timely shipment to retail customers, including designing, sourcing and testing the electronic components, receiving approval of hardware and other third-party licensors, factory availability and manufacturing and designing the graphics and packaging. Any difficulties or delays in the product development process will likely result in delays in the contemplated product introduction schedule. It is common in new product introductions

or product updates to encounter technical and other difficulties affecting manufacturing efficiency and, at times, the ability to manufacture the product at all. Although these difficulties can be corrected or improved over time with continued manufacturing experience and engineering efforts, if one or more aspects necessary for the introduction of products are not completed as scheduled, or if technical difficulties take longer than anticipated to overcome, the product introductions will be delayed, or in some cases may be terminated. No assurances can be given that our products will be introduced in a timely fashion, and if new products are delayed, our sales and revenue growth may be limited or impaired.

A significant portion of our revenue is derived from a few large customers, and the loss of any such customer, or a significant reduction in purchases by such customer, could have a material adverse effect on our business, financial condition and results of operations.

During 2021, our three largest individual customers accounted for approximately 41% of our gross sales in the aggregate. The loss of, or financial difficulties experienced by, any of these or any of our other significant customers, including as a result of the bankruptcy of a customer, could have a material adverse effect on our business, results of operations, financial condition and liquidity. We do not have long-term agreements with these or other significant customers and our agreements with these customers do not require them to purchase any specific amount of products. All of our customers generally purchase from us on a purchase order basis. As a result, agreements with respect to pricing, returns, cooperative advertising or special promotions, among other things, are subject to periodic negotiation with each customer. No assurance can be given that these or other customers will continue to do business with us or that they will maintain their historical levels of business. In addition, the uncertainty of product orders can make it difficult to forecast our sales and allocate our resources in a manner consistent with actual sales, and our expense levels are based in part on our expectations of future sales. If our expectations regarding future sales are inaccurate, we may be unable to reduce costs in a timely manner to adjust for sales shortfalls. In addition, financial difficulties experienced by a significant customer could increase our exposure to uncollectible receivables and the risk that losses from uncollected receivables exceed the reserves we have set aside in anticipation of this risk or limit our ability to continue to do business with such customers.

Turtle Beach relies on its partnerships with influencers, athletes and esports teams to expand our market and promote our products, which may not perform to our expectations.

We believe that our ability to extend the recognition and favorable perception of our Turtle Beach brand, and the ROCCAT and Neat Microphones brands, is critical to implement our gaming accessory growth strategy, which includes maintaining our strong position in console gaming headsets and building our brand recognition and product appeal in PC gaming headsets, keyboards, and mice as well as in additional new categories over time. These efforts incur significant costs in marketing and these expenditures, however, may not result in a sufficient increase in net sales to cover such costs.

If our marketing efforts do not effectively raise the recognition and reputation of our brands, we may not be able to successfully implement our gaming accessory growth strategy.

Relationships with new and established influencers, athletes and esports teams have been, and will continue to be, important to our future success. We rely on these partners to assist us in generating increased acceptance and use of our product offerings. We have established a number of these relationships, and our growth depends in part on establishing new relationships and maintaining existing ones. Certain partners may not view their relationships with us as significant to their own businesses, and they may reassess their commitment to us or decide to partner with our competitors in the future. We cannot guarantee that any partner will perform their obligations as agreed or that we would be able to specifically enforce any agreement with them. If any partner does not perform consistent with our agreements, we may be subject to reputational or social media risks. Additionally, our failure to maintain and expand these relationships may adversely impact our future revenue.

Our net sales and operating income fluctuate on a seasonal basis and decreases in sales or margins during peak seasons could have a disproportionate effect on our overall financial condition and results of operations.

Historically, a significant portion of our annual revenues have been generated during the holiday season of September to December. If we do not accurately forecast demand for products, we could incur additional costs or experience manufacturing delays. Any shortfall in net sales during this period would cause our annual results of operations to suffer significantly.

Demand for our products depends on many factors such as consumer preferences and the introduction or adoption of game platforms and related content and can be difficult to forecast. If we misjudge the demand for our products, we could face the following problems in our operations, each of which could harm our operating results:

- If our forecasts of demand for products are too high, we may accumulate excess inventories of products, which could lead to markdown allowances or write-offs affecting some or all of such excess inventories. We may also have to adjust the prices of our existing products to reduce such excess inventories;
- If demand for specific products increases beyond what we forecast, our suppliers and third-party manufacturers may not be able to increase production or obtain required components quickly enough to meet the demand. Our failure to meet market demand may lead to missed opportunities to increase our base of gamers, damage our relationships with retailers or harm our business; and
- The on-going transition to new console platforms increases the likelihood that we could fail to accurately forecast demand for headsets and other accessories for these platforms.

Our results of operations and financial condition may be adversely affected by global business, political, operational, financial and economic conditions.

We face business, political, operational, financial and economic risks inherent in international business, many of which are beyond our control, including:

- higher product component costs and higher transportation and logistics costs driven by increasing rates of inflation globally;
- changing consumer spending and preferences driven by increasing rates of inflation;
- trade restrictions, higher tariffs, currency fluctuations or the imposition of additional regulations relating to import or export of our products, especially in China, where many of our Turtle Beach products are manufactured, which could force us to seek alternate manufacturing sources or increase our costs;
- difficulties obtaining domestic and foreign export, import and other governmental approvals, permits and licenses, and compliance with foreign laws, which could halt, interrupt or delay our operations if we cannot obtain such approvals, permits and licenses;
- compliance with anti-corruption laws, including the U.S. Foreign Corrupt Practices Act of 1977, the U.K. Bribery Act 2010, the European Union Anti-Corruption Act and other similar laws, or non-compliance that could subject us to trade sanctions administered by the Office of Foreign Assets Control, the U.S. Department of Commerce and equivalent foreign entities;
- difficulties encountered by our international distributors or us in staffing and managing foreign operations or international sales, including higher labor costs and tightening of the overall labor markets;
- transportation delays and difficulties of managing international distribution channels;
- longer payment cycles for, and greater difficulty collecting, accounts receivable;
- political and economic instability, including wars (such as the ongoing conflict in Ukraine), terrorism, political unrest, boycotts, curtailment of trade and other business restrictions, any of which could materially and adversely affect our net sales and results of operations;
- public health issues (for example, an outbreak of a contagious disease such as COVID-19); and
- natural disasters.

Any of these factors could reduce our net sales, decrease our gross margins, increase our expenses or reduce our profitability. Should we establish our own operations in international territories where we currently utilize a distributor, we will become subject to greater risks associated with operating outside of the United States.

The electronics industry in general has historically been characterized by a high degree of volatility and is subject to substantial and unpredictable variations resulting from changing business cycles. Our operating results will be subject to fluctuations based on general economic conditions, and in particular conditions that impact discretionary consumer spending. Downturns in the worldwide economy could adversely affect our business. We could experience a reduction in demand for our products or a lengthening of consumer replacement schedules for our products. Reduced demand for these products could result in decreases in our average selling prices and product sales. A deterioration of current conditions in worldwide credit markets could limit our ability to obtain financing. A lack of available credit in financial markets may adversely affect the ability of our commercial customers to finance purchases and operations and could result in an absence of orders or spending for our products as well as create supplier disruptions. We are unable to predict the likely duration and severity of any adverse economic conditions and disruptions in financial markets and the effects they will have on our business and its financial condition. Difficult economic conditions may also result in a higher rate of losses on our accounts receivables due to defaults or bankruptcies. As a result, a downturn in the worldwide economy could have a material adverse effect on our business, results of operations or financial condition.

If we fail to maintain an effective system of internal controls, we may not be able to accurately report financial results or prevent fraud, which could have an adverse effect on our business and financial condition.

Effective internal controls are necessary to provide reliable financial reports and to assist in the effective prevention of fraud. Any inability to provide reliable financial reports or prevent fraud could harm our business. The Sarbanes-Oxley Act of 2002 requires, among other things, that we evaluate our systems and processes and test our internal controls over financial reporting to allow management and our independent registered public accounting firm, as applicable, to report on the effectiveness of our internal control over financial reporting. If we are not able to remediate any identified material weakness or otherwise comply with the requirements of Section 404 of the Sarbanes-Oxley Act, or if we or our independent registered public accounting firm identifies deficiencies in our internal control over financial reporting that are deemed to be material weaknesses, investors could lose confidence in the accuracy and completeness of our financial reports, the market price of our common stock could decline and we could be subject to sanctions, investigations by the Nasdaq Stock Market, LLC, the SEC or other regulatory authorities, or shareholder litigation.

In addition, failure to maintain effective internal controls could result in financial statements that do not accurately reflect our financial condition or results of operations. There can be no assurance that we will be able to maintain a system of internal controls that fully complies with the requirements of the Sarbanes-Oxley Act of 2002 or that our management and independent registered public accounting firm will continue to conclude that our internal controls are effective.

Our business could be negatively affected as a result of any future proxy contest or the actions of activist shareholders.

Although our engagement with certain entities affiliated with The Donerail Group LP ("Donerail") was settled as a result of our entry into a cooperation agreement, future proxy contests or related activist activities could adversely affect our business for a number of reasons, including the fact that responding to proxy contests and other actions by activist shareholders can be disruptive, costly and time-consuming; can divert the attention of our management, Board of Directors and employees; and can create perceived uncertainties as to our future direction and governance that may result in the loss of potential business opportunities and may make it more difficult to attract and retain qualified personnel, business partners, customers and other stakeholders important to our success. Any future proxy contest or activist activities could also cause our stock price to experience periods of volatility. Further, we have incurred and may incur in the future additional expenses by retaining the services of various professionals to advise us in engagement with activist shareholders. If a future proxy contest or a related settlement results in additional changes in the composition of our Board of Directors, it may adversely affect our ability to continue to effectively implement our business strategy and could, in certain circumstances, give third parties certain rights under our existing contractual obligations, which could adversely affect our business.

Risks Related to our Intellectual Property

Our competitive position will be adversely damaged if our products are found to infringe on the intellectual property rights of others.

Other companies and our competitors may currently own or obtain patents or other proprietary rights that might prevent, limit or interfere with our ability to make, use or sell our products. Although we do not believe that our products infringe the proprietary rights of any third parties, we have received notices of alleged infringement in the past and there can be no assurance that infringement or other legal claims will not be asserted against us in the future or that we will not be found to infringe the intellectual property rights of others. The electronics industry is characterized by vigorous protection and pursuit of intellectual property rights and positions, resulting in significant and often protracted and expensive litigation. In the event of a successful claim of infringement against us and our failure or inability to license the infringed technology, our business and operating results could be adversely affected. Any litigation or claims, whether or not valid, could result in substantial costs and diversion of our resources. An adverse result from intellectual property litigation could cause us to do one or more of the following:

- cease selling, incorporating or using products or services that incorporate the challenged intellectual property;
- obtain a license from the holder of the infringed intellectual property right, which license may not be available on reasonable terms, if at all; and/or
- redesign products or services that incorporate the disputed technology.

If we take any of the foregoing actions, we could face substantial costs and shipment delays and our business could be seriously harmed. Although we carry general liability insurance, our insurance may not cover claims of this type or may be inadequate to insure us for all liability that may be imposed.

In addition, it is possible that our customers or end users may seek indemnity from us in the event that our products are found or alleged to infringe the intellectual property rights of others. Any such claim for indemnity could result in substantial costs to us that could adversely impact our operating results.

If we are unable to obtain and maintain intellectual property rights and/or enforce those rights against third parties who are violating those rights, our business could suffer.

We rely on various intellectual property rights, including patents, trademarks, trade secrets and trade dress to protect our Turtle Beach brand name, reputation, product appearance, and technology. Although we have entered into confidentiality and invention assignment agreements with our employees and contractors, and nondisclosure agreements with selected parties with whom we conduct business to limit access to and disclosure of our proprietary information, these contractual arrangements and the other steps we have taken to protect our intellectual property may not prevent misappropriation of that intellectual property or deter independent third-party development of similar technologies. Monitoring the unauthorized use of proprietary technology and trademarks is costly, and any dispute or other litigation, regardless of outcome, may be costly and time consuming and may divert the attention of management and key personnel from our business operations. The steps taken by us may not prevent unauthorized use of proprietary technology or trademarks. Many features of our products are not protected by patents; we may not have the legal right to prevent others from reverse engineering or otherwise copying and using these features in competitive products. If we fail to protect or to enforce our intellectual property rights successfully, our competitive position could suffer, which could adversely affect our financial results.

We are susceptible to counterfeiting of our products, which may harm our reputation for producing high-quality products and force us to incur expenses in enforcing our intellectual property rights. Such claims and lawsuits can be expensive to resolve, require substantial management time and resources, and may not provide a satisfactory or timely result, any of which may harm our results of operations. As some

of our products are sold internationally, we are also dependent on the laws of many countries to protect and enforce our intellectual property rights. These laws may not protect intellectual property rights to the same extent or in the same manner as the laws of the United States.

Further, we are party to licenses that grant us rights to intellectual property, including trademarks, which are necessary or useful to our Turtle Beach business. One or more of our licensors may allege that we have breached our license agreement with them, and seek to terminate our license. If successful, this could result in our loss of the right to use the licensed intellectual property, which could adversely affect our ability to commercialize our technologies or products, as well as harm our competitive business position and our business prospects.

Our success also depends in part on our ability to obtain and enforce intellectual property protection of our technology, particularly our patents. There is no guarantee any patent be granted on any patent application that we have filed or may file. Claims allowed from existing or pending patents may not be of sufficient scope or strength to protect the economic value of our technologies. Further, any patent that we may obtain will expire at some point, and it is possible that it may be challenged, invalidated or circumvented even prior to expiration.

We may initiate claims or litigation against third parties in the future for infringement of our proprietary rights or to determine the scope and validity of our proprietary rights or the proprietary rights of our competitors. These claims could result in costly litigation and divert the efforts of our technical and management personnel. As a result, our operating results could be adversely affected and our financial condition could be negatively impacted.

We are dependent upon third-party intellectual property to manufacture some of our products.

The performance of certain technology used in new generation consoles, such as integrated voice and chat audio from the Xbox® platforms are improved by a licensed component to ensure compatibility with our products.

While we currently believe that we have the necessary licenses, or can obtain the necessary licenses, in order to produce compatible products, there is no guarantee that our licenses will be renewed or granted in the first instance in the future. Moreover, if these first parties enter into license agreements with companies other than us for their “closed systems” or if we are unable to obtain sufficient quantities of these headset adapters or chips, we would be placed at a competitive disadvantage.

In order for certain of our headsets to connect to the Xbox® platforms’ advanced features and controls, a proprietary computer chip or wireless module is required. As a result, with respect to our products designed for the Xbox® platforms, we are currently reliant on Microsoft or their designated supplier to provide us with sufficient quantities of such chips and/or modules. If we are unable to obtain sufficient quantities of these chips and/or modules, sales of such Xbox® platform headsets and consequently our revenues would be adversely affected.

We are licensed and approved by Microsoft to develop and sell Xbox® platform compatible audio products pursuant to a license agreement under which we have the right to manufacture (including through third-party manufacturers), market and sell audio products for the Xbox® platform video game console. Our current Xbox® platform headsets are dependent on this license, and headsets for future Xbox® consoles may also be dependent on this license. Microsoft has the right to terminate that license under certain circumstances set forth in the agreement. Should that license be terminated, our headset offerings may be limited, which could significantly reduce our revenues. While Sony does not currently require a license for audio products to be compatible with PlayStation® consoles, they could do so in the future.

While the Company believes it currently has the necessary licenses, or can obtain the necessary licenses to produce compatible products, Microsoft, Sony and other third-party gaming platform manufacturers may control or limit our ability to manufacture headsets compatible with their platforms, and could cause unanticipated delays in the release of our products as well as increases to projected development, manufacturing, licensing, marketing or distribution costs, any of which could negatively impact our business.

Risks Related to Liquidity

We depend upon the availability of capital under our revolving credit facility to finance our operations. Any additional financing that we may need may not be available on favorable terms, or at all.

In addition to cash flow generated from operations, we have financed our operations with the Credit Facility. If we are unable to comply with the financial and other covenants contained in the Credit Facility and are unable to obtain a waiver under the Credit Facility, Bank of America may declare any outstanding borrowings under the Credit Facility immediately due and payable. If we had outstanding borrowings under the Credit Facility, as we currently do, such an event would have an immediate and material adverse impact on our business, results of operations, and financial condition. We could be required to obtain additional financing from other sources, and we cannot predict whether or on what terms, if any, additional financing might be available. If we were required to seek additional financing and were unable to obtain it, we might need to change our business and capital expenditure plans, which may have a materially adverse effect on our business, financial condition and results of operations. In addition, any debt under the Credit Facility could make it more difficult to obtain other debt financing in the future. The Credit Facility contains certain financial covenants and other restrictions that limit our ability, among other things, to incur certain additional indebtedness; pay dividends and repurchase stock; make certain investments and other payments; enter into certain mergers

or consolidations; undergo certain changes of control of our company or board of directors; engage in sale and leaseback transactions and transactions with affiliates; and encumber and dispose of assets.

If we violate any of these covenants, we will likely be unable to borrow under the Credit Facility. If a default occurs and is not timely cured or waived, Bank of America could seek remedies against us, including termination or suspension of obligations to make loans and issue letters of credit, and acceleration of amounts then outstanding under the applicable Credit Facility. No assurance can be given that we will be able to maintain compliance with these covenants in the future. The Credit Facility is asset based and can only be drawn down in an amount to which eligible collateral exists and can be negatively impacted by extended collection of accounts receivable, unexpectedly high product returns and slow-moving inventory, among other factors. In addition, we have granted the lender a first-priority lien against substantially all of our assets, including trade accounts receivable and inventories. Failure to comply with the operating restrictions or financial covenants could result in the lender terminating or suspending its obligation to make loans and issue letters of credit to us.

Additionally, a significant downturn in demand for our products or a reduction in gross margins could have a material impact on our result of operations, adversely affecting our ability to obtain financing.

General Risk Factors

If we are unable to protect our information systems against service interruption, misappropriation of data or breaches of security, our operations could be disrupted, our reputation may be damaged, and we may be financially liable for damages.

We rely heavily on information systems to manage our operations, including a full range of retail, financial, sourcing and merchandising systems. We regularly make investments to upgrade, enhance or replace these systems, as well as leverage new technologies to support our growth strategies. In addition, we have implemented enterprise-wide initiatives that are intended to standardize business processes and optimize performance. Further, while many of our employees and certain suppliers with whom we do business operate in a remote working environment during the COVID-19 pandemic, the risk of cybersecurity attacks and data breaches, particularly through phishing attempts, may be increased as we and third-parties with whom we interact leverage our IT infrastructure in previously unanticipated ways during the ongoing COVID-19 pandemic. Any delays or difficulties in transitioning to new systems or integrating them with current systems or the failure to implement our initiatives in an orderly and timely fashion could result in additional investment of time and resources, which could impair our ability to improve existing operations and support future growth, and ultimately have a material adverse effect on our business.

The reliability and capacity of our information systems are critical. Despite preventative efforts, our systems are vulnerable to damage or interruption from, among other things, natural disasters, technical malfunctions, inadequate systems capacity, human error, power outages, computer viruses and security breaches. Any disruptions affecting our information systems could have a material adverse impact on our business. In addition, any failure to maintain adequate system security controls to protect our computer assets and sensitive data, including associate and client data, from unauthorized access, disclosure or use could damage our reputation with our associates and our clients, exposing us to financial liability, legal proceedings (such as class action lawsuits), and/or regulatory action. While we have implemented measures to prevent security breaches and cyber incidents, our preventative measures and incident response efforts may not be entirely effective. As a result, we may not be able to immediately detect any security breaches, which may increase the losses that we would suffer. Finally, our ability to continue to operate our business without significant interruption in the event of a disaster or other disruption depends, in part, on the ability of our information systems to operate in accordance with our disaster recovery and business continuity plans.

Our reliance on information systems and other technology also gives rise to cybersecurity risks, including security breach, espionage, system disruption, theft and inadvertent release of information. The occurrence of any of these events could compromise our networks, and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, liability or regulatory penalties under laws protecting the privacy of personal information, disrupt operations, and damage our reputation, which could adversely affect our business. In addition, as security threats continue to evolve, we may need to invest additional resources to protect the security of our systems.

The United Kingdom's exit of the European Union may negatively impact our operations.

The changes to the trading relationship between the United Kingdom (UK) and European Union resulting from the UK's exit from the European Union on January 31, 2020 ("Brexit") have created uncertainty around possible increased cost of goods imported into and exported from the UK and may decrease the profitability of our UK and other European operations. Additional currency volatility could drive a weaker British pound, which increases the cost of goods imported into our UK operations and may decrease the profitability of our UK operations. A weaker British pound versus the Euro and U.S. dollar also causes local currency results of our UK operations to be translated into fewer U.S. dollars during a reporting period. On December 24, 2020, the UK and the EU entered into a trade and cooperation agreement (the "Trade and Cooperation Agreement"), which was applied on a provisional basis from January 1, 2021, and entered into force on May 1, 2021. The economic integration contemplated by the Trade and Cooperation Agreement does not reach the level that existed during the time the UK was a member state of the EU, and further, while the Trade and Cooperation Agreement sets out preferential arrangements in areas such as trade in goods and in services, digital trade and intellectual property, there is still uncertainty on the application and interpretation of many of its provisions. Negotiations between the UK and the EU are expected to continue in relation to the relationship between the UK and the EU in certain other areas which are not covered by the Trade and Cooperation Agreement. The long-term effects of Brexit will depend on the effects

of the implementation and application of the Trade and Cooperation Agreement and any other relevant agreements between the UK and the EU.

The market price of our common stock may fluctuate significantly.

We cannot predict the prices at which our common stock may trade. The market price of our common stock may fluctuate widely, depending on many factors, some of which may be beyond our control, including but not limited to:

- actual or anticipated fluctuations in our operating results due to factors related to our business;
- success or failure of our business strategy;
- the success of third-party gaming platforms and certain game titles to drive sales;
- our quarterly or annual earnings, or those of other companies in our industry;
- changes in earnings estimates by securities analysts or our ability to meet those estimates;
- our ability to execute transformation, restructuring and realignment actions;
- the operating and stock price performance of other comparable companies;
- comments by securities analysts or other third parties, including in articles, letters and other media;
- speculation in the press about the future of our company or our industry;
- overall market fluctuations; and
- general economic conditions and other external factors.

Stock markets in general have experienced volatility that has often been unrelated to the operating performance of a particular company. These broad market fluctuations could adversely affect the trading price of our common stock. These fluctuations may also cause short sellers to periodically enter the market on the belief that we may experience worse results in the future. We cannot predict the actions of market participants and, therefore, can offer no assurances that the market for our common stock will be stable or appreciate over time.

We have been party to stockholder litigation, and in the future could be party to additional stockholder litigation, which could harm our business, financial condition and operating results.

We have had, and may continue to have, actions brought against us by stockholders, including in connection with the Merger, as further described in Note 12. Commitments and Contingencies, based on past transactions, changes in our stock price or other matters. Any such claims, whether or not resolved in our favor, could divert our management and other resources from the operation of our business and otherwise result in unexpected and substantial expenses that would adversely and materially impact our business, financial condition and operating results.

Loss of our key management and other personnel could impact our business.

Our future success depends largely upon the continued service of our executive officers and other key management and technical personnel and on our ability to continue to attract, retain and motivate qualified personnel. In addition, competition for skilled and non-skilled employees among companies like ours is intense, and the loss of skilled or non-skilled employees or an inability to attract, retain and motivate additional skilled and non-skilled employees required for the operation and expansion of our business could hinder our ability to conduct research activities successfully, develop new products, attract customers and meet customer shipments.

Our business could be adversely affected by significant movements in foreign currency exchange rates.

Our business could be adversely affected by significant movements in foreign currency exchange rates. We are exposed to fluctuations in foreign currency transaction exchange rates, particularly with respect to the Euro and British Pound. Any significant change in the value of currencies of the countries in which we do business relative to the value of the U.S. dollar could affect our ability to sell products competitively and control our cost structure. Additionally, we are subject to foreign exchange translation risk due to changes in the value of foreign currencies in relation to our reporting currency, the U.S. dollar. The translation risk is primarily concentrated in the exchange rate between the U.S. dollar and the British Pound. As the U.S. dollar fluctuates against other currencies in which we transact business, revenue and income could be impacted.

Any acquisitions we pursue could disrupt our business and harm our financial condition and results of operations.

As part of our business strategy, we review and intend to continue to review acquisition opportunities that we believe would be advantageous or complementary to the development of our business. If we make any acquisitions, we could take any or all of the following actions, any one of which could adversely affect our business, financial condition, results of operations or share price:

- use a significant portion of our available cash;
- require a significant devotion of management’s time and resources in the pursuit or consummation of such acquisition;
- incur debt, which may not be available to us on favorable terms and may adversely affect our liquidity;
- issue equity or equity-based securities that would dilute existing stockholders’ ownership percentage;
- assume contingent and other liabilities; and
- take charges in connection with such acquisitions.

Acquisitions also entail numerous other risks, including, without limitation: difficulties in assimilating acquired operations, products, technologies and personnel; unanticipated costs; diversion of management’s attention from existing operations; risks of entering markets in which we have limited or no prior experience; regulatory approvals; unanticipated costs or liabilities; and potential loss of key employees from either our existing business or the acquired organization. Acquisitions may result in accounting charges for restructuring and other expenses, amortization of purchased technology and intangible assets and stock-based compensation expense, any of which could materially and adversely affect our operating results. We may not be able to realize the anticipated synergies, innovation, operational efficiencies, benefits of or successfully integrate with our existing business the businesses, products, technologies or personnel that we acquire, and our failure to do so could harm our business and operating results.

Our products may be subject to warranty claims, product liability and product recalls.

We may be subject to product liability or warranty claims that could result in significant direct or indirect costs, or we could experience greater returns from retailers than expected, which could harm our net sales. The occurrence of any quality problems due to defects in our products could make us liable for damages and warranty claims in excess of any existing reserves. In addition to the risk of direct costs to correct any defects, warranty claims, product recalls or other problems, any negative publicity related to the perceived quality of our products could also affect our brand image, decrease retailer and distributor demand and our operating results and financial condition could be adversely affected. Changes in production levels or processes could result in increased manufacturing errors, as well as higher component, manufacturing and shipping costs, all of which could reduce our profit margins, result in prices increases and harm our relationships with retailers and consumers.

We could incur unanticipated expenses in connection with warranty or product liability claims relating to a recall of one or more of our products, which could require significant expenditures to defend. Additionally, we may be required to comply with governmental requirements to remedy the defect and/or notify consumers of the problem that could lead to unanticipated expense, and possible product liability litigation against a customer or us.

Changes in laws or regulations or the manner of their interpretation or enforcement could adversely impact our financial performance and restrict our ability to operate our business or execute our strategies.

New laws or regulations, changes in existing laws or regulations or the manner of their interpretation or enforcement, may create uncertainty for public companies, increase our cost of doing business and restrict our ability to operate our business or execute our strategies. This could include, among other things, compliance costs and enforcement under the Dodd-Frank Wall Street Reform and Consumer Protection Act.

We continually evaluate and monitor developments with respect to new and proposed laws, regulations, standards and rules and cannot predict or estimate the amount of the additional costs we may incur or the timing of such costs. Any such new or changed laws, regulations, standards and rules may be subject to varying interpretations and as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We are committed to maintaining high standards of corporate

governance and public disclosure. If our efforts to comply with new or changed laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to practice, regulatory authorities may initiate legal proceedings against us and we may be harmed.

We are subject to various environmental laws and regulations that could impose substantial costs on us and may adversely affect our business, operating results and financial condition.

Our operations and some of our products are regulated under various federal, state, local and international environmental laws. In addition, regulatory bodies in many of the jurisdictions in which we operate propose, enact and amend environmental laws and regulations on a regular basis. If we were to violate or become liable under these environmental laws, we could be required to incur additional costs to comply with such regulations and may incur fines and civil or criminal sanctions, third-party property damage or personal injury claims, or could be required to incur substantial investigation or remediation costs. Liability under environmental laws may be joint and several and without regard to comparative fault. The ultimate costs under environmental laws and the timing of these costs are difficult to predict. Although we cannot predict the ultimate impact of any new environmental laws and regulations, such laws may result in additional costs or decreased revenue, and could require that we redesign or change how we manufacture our products, any of which could have a material adverse effect on our business. Additionally, to the extent that our competitors choose not to abide by these environmental laws and regulations, we may be at a cost disadvantage, thereby hindering our ability to effectively compete in the marketplace.

Our goals and disclosures related to environmental, social and governance ("ESG") matters have and will likely continue to result in additional costs and risks to us, which may adversely affect our reputation, employee retention, and willingness of our customers and partners to do business with us.

Investor advocacy groups, institutional investors, investment funds, proxy advisory services, stockholders, and customers are increasingly focused on the ESG goals and practices of companies. We are frequently asked by investors and other stakeholders to set ambitious ESG goals and provide new and more robust disclosure of ESG goals, progress toward ESG goals and other matters of interest to ESG stakeholders. We are moving towards setting ESG goals and enhancing related disclosure of goals, progress, and other matters relating to ESG. Our efforts to accomplish and accurately disclose ESG-related goals and objectives present numerous operational, reputational, financial, legal, and other risks, any of which could have a negative impact on our business, reputation, and stock price.

Our ability to set and achieve ESG goals and initiatives, is subject to numerous risks, including, among others: (1) the availability and cost of limiting or eliminating our use of carbon-based energy sources and technologies, (2) evolving regulatory requirements affecting ESG standards or disclosures, (3) our ability to partner with providers that can meet our sustainability, diversity, and other standards, (4) our ability to recruit, develop, and retain diverse talent, (5) the impact of our organic growth and acquisitions or dispositions of businesses or operations on our ESG goals, and (6) customers' actual demand for ESG-oriented product offerings, which may be more expensive and less available than other options.

The standards for tracking and reporting on ESG matters are relatively new, have not been harmonized and continue to evolve. Our selection of disclosure frameworks that seek to align with various reporting standards may change from time to time and may result in a lack of consistent or meaningful comparative data from period to period. In addition, our processes and controls may not always comply with evolving standards for identifying, measuring and reporting ESG metrics, our interpretation of reporting standards may differ from those of others and such standards may change over time, any of which could result in significant revisions to our ESG goals or reported progress in achieving such goals.

If our ESG practices do not meet evolving investor or other stakeholder expectations and standards or regulatory requirements, then our reputation, our ability to attract or retain employees and our attractiveness as an investment, business partner or acquiror could be negatively impacted. Similarly, our failure or perceived failure to pursue or fulfill our goals, targets and objectives or to satisfy various

reporting standards within the timelines we announce, or at all, could also have similar negative impacts and expose us to government enforcement actions and private litigation.

Item 2 - Unregistered Sales of Equity Securities and Use of Proceeds

On April 9, 2019, the Company's Board of Directors authorized a stock repurchase program to acquire up to $15.0 million of its common stock. Any repurchases under the program will be made from time to time on the open market at prevailing market prices and are in accordance with the rules and regulations of the SEC. The timing and amount of any shares repurchased under the program will depend on a variety of factors, including price, corporate and regulatory requirements, capital availability, and other market conditions. On April 1, 2021, the Company's Board of Directors approved an extension and expansion of this stock repurchase program to acquire up to $25 million of its common shares, expiring April 9, 2023. The following table summarizes, by month, the repurchases made during the three months ended June 30, 2022, under the program and in connection with shares repurchased from employees to satisfy tax withholding obligations in connection with the vesting of restricted stock awards.

	Issuer Purchases of Equity Securities			
	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased As Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
Period				
April 1-30, 2022	—	$ —	—	—
May 1-31, 2022	—	$ —	—	—
June 1-30, 2022				17,594,289
Total	—	$ —	—	

For the second quarter of 2022, we did not repurchase any shares of common stock.

Item 5 - Other Information

None.

Item 6. Exhibits

3.1	Articles of Incorporation of Turtle Beach Corporation, as amended (Incorporated by reference to Exhibit 3.1 to Company’s 10-Q filed August 6, 2018).
3.2	Bylaws, as amended, of Turtle Beach Corporation (Incorporated by reference to Exhibit 3.1 to Company’s 8-K filed June 20, 2019).
10.1	Cooperation Agreement, dated May 13, 2022, by and among Turtle Beach Corporation, The Donerail Group LP, and the other parties thereto (Incorporated by reference to Exhibit 10.1 to Company's 8-K filed May 17, 2022).
10.2†**	Turtle Beach Corporation 2022 Retention Plan Document
31.1 **	Certification of Juergen Stark, Principal Executive Officer, pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2 **	Certification of John T. Hanson, Principal Financial Officer, pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1 **	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, executed by Juergen Stark, Principal Executive Officer and John Hanson, Principal Financial Officer.
	Extensible Business Reporting Language (XBRL) Exhibits
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

** Filed herewith.
† Includes a management contract or any compensatory plan, contract or arrangement

SIGNATURES

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 thereunto duly authorized.

TURTLE BEACH CORPORATION

Date:	August 8, 2022	By:	/s/ JOHN T. HANSON
			John T. Hanson
			Chief Financial Officer, Treasurer and Secretary
			(Principal Financial and Accounting Officer)

Turtle Beach Corporation

2022 Retention Plan

Plan Document

ARTICLE I

PURPOSE

The purpose of the Turtle Beach Corporation (the "Company") 2022 Retention Plan (this "Plan") is to encourage the continued employment of a select group of management employees of the Company during the Protection Period (as defined below).

ARTICLE II

DEFINITIONS

"Administrator" means the committee appointed by the Board to administer the Plan.

"Applicable Percentage" shall mean the "Applicable Percentage" set forth in a Participant's Award Letter.

"Award Letter" shall mean a letter agreement from the Company setting forth the terms of a Participant's participation in the Plan.

"Base Pay" means the Participant's annual base salary at the rate in effect as of the relevant date.

"Board" means the Board of Directors of the Company.

"Cash Participant" means each Participant who is identified by the Board as a "Cash Participant" for purposes of Article IV.

"Cause" shall have the meaning ascribed to it in a Participant's employment or consulting agreement or, if no employment or consulting agreement is in effect or if "cause" is not defined therein, "Cause" shall mean: (a) the Participant's conviction of or plea of guilty or nolo contendere to a felony; (b) a determination by the Board that the Participant committed fraud, misappropriation or embezzlement against any person; (c) the Participant's material breach of the terms of any material written agreement with the Company or any affiliate to which Participant is a party; (d) the Participant's willful misconduct or gross neglect in performance of the Participant's duties; or (e) the Participant's failure or refusal to carry out material responsibilities reasonably assigned by the Board or the Company's Chief Executive Officer to the Participant; provided, however, that with respect to subsections (c), (d) and (e) above, Cause will only be deemed to occur after written notice to the Participant of such action or inaction giving rise to Cause and the failure by the Participant to cure such action or inaction (which is capable of cure) within 30 days after written notice.

"Effective Date" means May 17, 2022.

"Good Reason" shall have the meaning ascribed to it in a Participant's employment or consulting agreement or, if no employment or consulting agreement is in effect or if "good reason" is not defined therein, "Good Reason" shall mean: (a) a material diminution, without a Participant's consent, in such Participant's title, duties or responsibilities as in effect immediately before such diminution; (b) a material breach by the Company of any written employment agreement between a Participant and the Company; (c) a material reduction in a Participant's base salary or target bonus opportunity by the Company or (d) the relocation of a Participant's primary

office location more than 50 miles from the original office location; in each case, after written notice to the Company thereof and the Company's failure to remedy such diminution, breach, reduction or relocation within 30 days thereafter and where the Participant actually terminates employment within 60 days after the expiration of such cure period.

"Participant" means an employee of the Company who is designated by the Board as being covered by the Plan and executes an Award Letter.

"Protection Period" means the period from the Effective Date through November 17, 2023.

"RSU Participant" means each Participant who is identified by the Board as an "RSU Participant" for purposes of Article IV.

"Section 409A" means section 409A of the Internal Revenue Code of 1986, as amended, and its corresponding regulations.

"Severance Period" means the number of months set forth as the "Severance Period" set forth in a Participant's Award Letter.

"Stock-Based Incentive Compensation Plan" shall mean the Company's Amended and Restated 2013 Stock-Based Incentive Compensation Plan, as in effect from time to time.

ARTICLE III

ELIGIBILITY

Any employee of the Company designated in writing by the Board is eligible to participate in the Plan.

ARTICLE IV

RETENTION AWARD

4.1. RSU Participants. Subject to approval by the Board, each RSU Participant will be entitled to receive at such time as the Board deems appropriate (the "Grant Date"), an award of restricted stock units with respect to a number of shares of the Company's common stock equal to (i) (x) the RSU Participant's Applicable Percentage, multiplied by (y) the RSU Participant's Base Pay as of the Effective Date (or such later date as the employee becomes a Participant in the Plan), divided by (ii) the closing price of a share of the Company's common stock on the principal national securities exchange on which the Company's common stock is listed on the applicable Grant Date, or if the Company's common stock was not traded on such date, on the last preceding day on which the Company's common stock was traded (the "RSU Participant Award"). The RSU Participant Award will vest as to 100% of the restricted stock units on May 17, 2023 if the RSU Participant remains an employee of the Company through May 17, 2023, and may have other such other terms as the Board deems appropriate and sets forth in the applicable award agreement. The RSU Participant Award will be made under the Stock-Based Incentive Compensation Plan and will be subject to the terms of the Stock-Based Incentive Compensation Plan and the applicable award agreement.

4.2. Cash Participants. Each Cash Participant will be entitled to receive a lump-sum cash payment equal to the Cash Participant's Applicable Percentage multiplied by the Cash

Participant's Base Pay as of the Effective Date (or such later date as the employee becomes a Participant in the Plan) (the "Cash Retention Bonus") if the Cash Participant remains an employee of the Company in good standing through May 17, 2023, and payable no later than May 30, 2023. If a Cash Participant's employment is terminated by the Company without Cause or a Participant terminates his or her employment for Good Reason, in each case prior to May 17, 2023, the Cash Participant shall be eligible to receive an amount equal to the Cash Retention Bonus pursuant to and subject to the terms of Article V, clause (v) below. If a Cash Participant's employment is terminated for any reason other than by the Company without Cause or by a Participant for Good Reason, or does not execute a Release, the Cash Participant shall not be eligible to receive an amount with respect to the Cash Retention Bonus.

ARTICLE V

TERMINATION OF EMPLOYMENT

If a Participant's employment is terminated by the Company without Cause or a Participant terminates his or her employment for Good Reason during the Protection Period, then subject to the Participant's execution and non-revocation of a customary general release in form and substance satisfactory to the Company (a "Release"), and subject to the Participant's continued compliance with all covenants applicable to Participant pursuant to any agreement with the Company, the Participant will be entitled to the following:

(i) any outstanding equity awards that the Participant holds at the Participant's termination date and that vest based solely on continued service (including, for the avoidance of doubt, the RSU Participant Award, if applicable) shall become fully vested as of the Participant's termination date;

(ii) with respect to any equity award that the Participant holds at the Participant's termination date and that vest based on performance, the applicable performance period will end on the date of the Participant's termination of employment and (A) the units or shares under such award that are attributable to the performance period in which the Participant's termination of employment occurs shall vest as of the date of termination in an amount equal to the greater of: (1) if performance is measurable (as determined by the Administrator), the number of units or shares that would have vested based on the Company's actual performance level achieved with respect to the Performance Goals (as defined in the applicable award agreement) under such award as of the Participant's termination of employment, or (2) the Target Award (as defined in the applicable award agreement), and (B) the units or shares under such award that are attributable to the performance period or cycles following the performance period in which the Participant's termination of employment occurs shall vest as of the date of termination in an amount equal to the Target Award applicable to such performance period or cycles;

(iii) continuation of the Participant's Base Pay during a number of months from the Participant's termination date equal to the Participant's Severance Period in accordance with the Company's ordinary payroll practices (the "Severance Payments"); provided that payment will begin on the sixtieth (60th) day after the Participant's termination date, and any installments not paid between the termination date and the date of the first payment will be paid with the first payment;

(iv) with respect to any outstanding equity award that the Participant holds at the Participant's termination date and that is a vested nonqualified stock option pursuant to the terms of the applicable stock option agreement (after giving effect to clause (i) and (ii) above), extension of the period during which such option shall remain exercisable following the Participant's termination date until the earlier of (i) the date that is twelve (12) months following the Participant's termination date and (ii) the expiration date of such option; and

(v) with respect to any Cash Participant, to the extent such termination of employment occurred prior to May 17, 2023 (so that the Cash Participant would not be eligible to receive the Cash Retention Bonus pursuant to Article IV), payment of an amount equal to the Participant's Cash Retention Bonus in a lump sum on the sixtieth (60th) day after the Participant's termination date.

If a Participant is eligible to receive any other severance, separation, notice or termination payments on account of his or her employment with the Company under any other plan, policy, program or agreement ("Other Severance Payments"), such Participant shall only receive the greater of the Severance Payments hereunder or the Other Severance Payments. If the Other Severance Payments are greater than the Severance Payments hereunder, the Participant shall have no right to receive the Severance Payments hereunder.

ARTICLE VI

ADMINISTRATION

The Administrator shall administer the Plan and shall have the power to implement, operate and interpret the Plan in its discretion and, further, to take such other action as the Administrator deems reasonably appropriate under the circumstance in light of the purpose of the Plan. In all cases, the rights and benefits of Participants under the Plan shall be governed solely by the terms and conditions of the Plan. Interpretation and application of the Plan, including the construction of all Plan provisions and the determination of eligibility for benefits, shall be made by the Administrator, and are within the Administrator's sole and absolute discretion.

ARTICLE VII

MISCELLANEOUS

7.1. Amendment. The Plan may not be amended, except as would not adversely affect the rights of any Participant hereunder.

7.2. Termination. The Company may not terminate the Plan.

7.3. Withholding. The Company shall have the right to reduce any payment under the Plan to satisfy any requirement under federal, state, local or other applicable law to withhold taxes or otherwise make deductions from any benefit payable under the Plan. Except as specifically provided otherwise in the Plan, each Participant shall be responsible for all taxes applicable to amounts payable under the Plan.

7.4. Right to Employment; Entire Agreement. Nothing in the Plan shall be construed as giving any Participant the right to continue in the employment of the Company. Nothing in the Plan shall diminish the Company's right to terminate a Participant's employment at any time for

any reason. The Plan (and the applicable Award Letter) constitutes the entire understanding and agreement between the Company and each Participant concerning the subject matter hereof. The Plan supersedes all prior written or oral agreements or understandings existing between the Company and any Participant concerning the subject matter hereof.

7.5. Successors; No Assignment. The provisions of the Plan are legally binding upon and will inure to the benefit of Company and their respective successors and assigns. A Participant may not, except by the laws of descent and distribution, alienate, assign, transfer or otherwise encumber any of his or her benefits under the Plan for any purpose whatsoever, and any attempt to do so shall be disregarded as null and void.

7.6. Governing Law and Construction. The Plan shall be construed in accordance with the law of the State of California, without regard to conflict of laws provisions, to the extent not preempted by federal law.

7.7. Section 409A. The Plan is intended to comply with Section 409A, or an exemption thereto. Payments may only be made under the Plan upon an event and in a manner permitted by Section 409A, to the extent applicable, and payments to be made upon a termination of employment may only be made upon a "separation from service" under Section 409A. In no event may a Participant, directly or indirectly, designate the calendar year of a payment, and, if required by Section 409A, if a payment that is subject to execution of a Release could be made in more than one calendar year, based on timing of the execution of the Release, payment shall be made in the later calendar year. Notwithstanding the foregoing, although the Company has made every effort to ensure that the payments provided under the Plan comply with, or are exempt from, Section 409A, in no event shall the Company be liable for all or any portion of any taxes, penalties, interest, or other expenses that may be incurred by the Participant on account of non-compliance with Section 409A. Notwithstanding anything in the Plan to the contrary, if a Participant is a "specified employee" of a publicly traded corporation (within the meaning of Section 409A) and if payment of any amount under the Plan is required to be delayed for a period of six (6) months after separation from service pursuant to Section 409A, payment of such amount shall be delayed as required by Section 409A, and the accumulated postponed amount shall be paid in a lump sum payment within ten (10) days after the end of the six (6) month period (or within sixty (60) days after death, if earlier).

Adopted this 17th day of May, 2022.

Exhibit 31.1

CERTIFICATION

I, Juergen Stark, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Turtle Beach Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 8, 2022

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

Exhibit 31.2

CERTIFICATION

I, John T. Hanson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Turtle Beach Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 8, 2022

By: /s/ JOHN T. HANSON
John T. Hanson
Chief Financial Officer, Treasurer and Secretary

Exhibit 32.1

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Each of the undersigned hereby certifies, in accordance with 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, in his or her capacity as an officer of Turtle Beach Corporation (the "Company"), that, to his or her knowledge, the Quarterly Report of the Company on Form 10-Q for the period ended June 30, 2022, fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 and that the information contained in such report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Date: August 8, 2022

By: /s/ JUERGEN STARK
Juergen Stark
Chief Executive Officer and President
(Principal Executive Officer)

Date: August 8, 2022

By: /s/ JOHN T. HANSON
John T. Hanson
Chief Financial Officer, Treasurer and Secretary
(Principal Financial Officer)