

Turtle Beach Corp
Form SC TO-I/A
May 08, 2015

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Amendment No. 2

to

SCHEDULE TO

(Rule 13e-4)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)

OF THE SECURITIES EXCHANGE ACT OF 1934

TURTLE BEACH CORPORATION

(Name Of Subject Company (Issuer) and Filing Person (Offeror))

OPTIONS TO PURCHASE SHARES OF COMMON STOCK, PAR VALUE \$0.001 PER SHARE,

WITH AN EXERCISE PRICE EQUAL TO OR GREATER THAN \$5.00 PER SHARE

(Title of Class of Securities)

900450 107

(CUSIP Number of Class of Securities (Underlying Common Stock))

Megan Wynne

Vice President, Legal & Licensing

Turtle Beach Corporation

100 Summit Lake Drive, Suite 100

Valhalla, NY 10595

Tel: (858) 800-3718

(Name, Address, and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

With copies to:

Tony Y. Chan, Esq.

Dechert LLP

1775 I Street, NW

Washington, DC 20006

Tel: (202) 261-3433

CALCULATION OF FILING FEE

Transaction Valuation*

\$37,606,823.65

Amount of Filing fee**

\$4,369.91

* Calculated solely for purposes of determining the filing fee. The calculation of the Transaction Valuation assumes that all outstanding options to purchase shares of Turtle Beach Corporation common stock that may be eligible for exchange in the offer will be exchanged pursuant to the offer. These options cover an aggregate of 4,597,411 shares of Turtle Beach Corporation common stock having a weighted average exercise price of \$8.18.

**The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals \$116.20 per million dollars of the value of the transaction.

x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Edgar Filing: Turtle Beach Corp - Form SC TO-I/A

Amount Previously Paid: \$4,369.91

Filing Party: Turtle Beach
Corporation

Form or Registration No.: 005-85684

Date Filed: April 22, 2015

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- .. third-party tender offer subject to Rule 14d-1.
- x issuer tender offer subject to Rule 13e-4.
- .. going-private transaction subject to Rule 13e-3.
- .. amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ..

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- .. Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- .. Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

Explanatory Note

This Amendment No. 2 (Amendment No. 2) amends and supplements the Tender Offer Statement on Schedule TO (as amended and supplemented, the Schedule TO) originally filed with the U.S. Securities and Exchange Commission (the SEC) on April 22, 2015 by Turtle Beach Corporation, a Nevada corporation (Turtle Beach or the Company), as amended and supplemented by Amendment No. 1 filed with the SEC on April 27, 2015, in connection with the offer (the Offer) by the Company to eligible stock option holders to exchange certain outstanding eligible stock options to purchase shares of Turtle Beach common stock, \$0.001 par value per shares (Common Stock), for replacement options that will be granted under Turtle Beach 's 2013 Stock-Based Incentive Compensation Plan upon the terms and subject to the conditions set forth in the Offer to Exchange (as defined below).

On May 7, 2015, the Company issued a press release announcing its financial results for its first quarter ended March 31, 2015 and filed its quarterly report on Form 10-Q containing its unaudited condensed consolidated financial statements for the quarterly period ended March 31, 2015. This Amendment No. 2 is filed to (i) incorporate by reference the Company 's unaudited condensed consolidated financial statements for the quarterly period ended on March 31, 2015, (ii) reflect the fact that the Company has amended the Offer to Exchange (as defined below) and (iii) make certain other changes, all as set forth in this Amendment No. 2.

Turtle Beach is making the Offer upon the terms and conditions set forth in the Offer to Exchange Eligible Stock Options for Replacement Options dated April 22, 2015, as amended April 24, 2015 and May 8, 2015 (the Offer to Exchange) and in the related accompanying documents, including the Election Form and the Terms of Election. The Offer to Exchange is attached hereto as Exhibit (a)(1)(A).

This Amendment No. 2 amends and restates only the items and exhibits to the Schedule TO that are being amended and restated hereby, and unaffected items and exhibits are not included herein. The information set forth in the Schedule TO, including all other exhibits, schedules, annexes and appendices hereto and thereto, is hereby expressly incorporated by reference into this Amendment No. 2, except that such information is hereby amended and supplemented to the extent specifically provided herein. You should read this Amendment No. 2 together with the Schedule TO and the Offer to Exchange, in each case, as amended hereby.

ITEM 2. SUBJECT COMPANY INFORMATION.

(a) *Name and Address.* The information in the Offer to Exchange under Section 10 (Information Concerning Turtle Beach) is incorporated herein by reference.

ITEM 3. IDENTITY AND BACKGROUND OF FILING PERSON.

(a) *Name and Address.* The information set forth under Item 2(a) above and in the Offer to Exchange under Section 11 (Interests of Directors and Executive Officers; Transactions and Arrangements Concerning Our Securities) is incorporated herein by reference.

ITEM 4. TERMS OF THE TRANSACTION.

(a) *Material Terms.* The information set forth in the Offer to Exchange under Section 10 (Information Concerning Turtle Beach Corporation; Financial Information) is incorporated herein by reference.

(b) *Purchases*. The information in the Offer to Exchange under Section 11 (*Interests of Directors and Executive Officers; Transactions and Arrangements Concerning Our Securities*) is incorporated herein by reference.

ITEM 5. PAST CONTRACTS, TRANSACTIONS, NEGOTIATIONS AND AGREEMENTS.

(e) *Agreements Involving the Subject Company's Securities.* The information set forth in the Offer to Exchange under Section 11 (Interests of Directors and Executive Officers; Transactions and Arrangements Concerning Our Securities) is incorporated herein by reference.

ITEM 8. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.

(a) *Securities Ownership.* The information set forth in the Offer to Exchange under Section 11 (Interests of Directors and Executive Officers; Transactions and Arrangements Concerning Our Securities) is incorporated herein by reference.

(b) *Securities Transactions.* The information set forth in the Offer to Exchange Section 11 (Interests of Directors and Executive Officers; Transactions and Arrangements Concerning Our Securities) is incorporated herein by reference.

ITEM 10. FINANCIAL STATEMENTS.

(a) *Financial Information.* The financial information set forth in the Offer to Exchange under Section 10 (Information Concerning Turtle Beach Corporation) and Section 18 (Additional Information), in Item 8 of Turtle Beach's Annual Report on Form 10-K for its fiscal year ended December 31, 2014, filed with the Securities and Exchange Commission on March 30, 2015 and in Item 1 of Turtle Beach's Quarterly Report on Form 10-Q for its quarter ended March 31, 2015, filed with the Securities and Exchange Commission on May 7, 2015, is incorporated herein by reference. A copy of the Annual Report on Form 10-K and Quarterly Report on Form 10-Q can be accessed electronically on the Securities and Exchange Commission's website at www.sec.gov.

(c) *Summary Information.* The information set forth in the Offer to Exchange under Section 10 (Information Concerning Turtle Beach Corporation) is incorporated herein by reference.

ITEM 11. ADDITIONAL INFORMATION.

(a) *Agreements, Regulatory Requirements and Legal Proceedings.* The information set forth in the Offer to Exchange under Risk Factors and in Section 11 (Interests of Directors and Executive Officers; Transactions and Arrangements Concerning Our Securities) is