

Parametric Sound Corp
Form 4
January 17, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KAPLAN ROBERT M

(Last) (First) (Middle)
13771 DANIELSON STREET, STE.
L
(Street)

POWAY, CA 92064

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Parametric Sound Corp [PAMT]

3. Date of Earliest Transaction
(Month/Day/Year)
01/15/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Former Director

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|------------------------------|------------------|--|--------|------------------|-----------------|--------------|----------------------------|
| | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code V | | | | |
| Stock Option (Right to Buy) | \$ 3.3 | 01/15/2014 | D ⁽¹⁾ | 5,000 | 05/07/2011 | 05/07/2016 | Common Stock | 5,000 |
| Stock Option (Right to Buy) | \$ 3.3 | 01/15/2014 | A ⁽¹⁾ | 5,000 | 01/15/2014 | 12/31/2014 | Common Stock | 5,000 |
| Stock Option (Right to Buy) | \$ 4.55 | 01/15/2014 | D ⁽¹⁾ | 5,000 | 01/13/2012 | 01/13/2017 | Common Stock | 5,000 |
| Stock Option (Right to Buy) | \$ 4.55 | 01/15/2014 | A ⁽¹⁾ | 5,000 | 01/15/2014 | 12/31/2014 | Common Stock | 5,000 |
| Stock Option (Right to Buy) | \$ 9.95 | 01/15/2014 | D ⁽²⁾ | 5,000 | 02/21/2013 | 02/21/2018 | Common Stock | 5,000 |
| Stock Option (Right to Buy) | \$ 9.95 | 01/15/2014 | A ⁽²⁾ | 5,000 | 01/15/2014 | 12/31/2014 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------|
| | Director | 10% Owner | Officer | Other |
| KAPLAN ROBERT M 13771 DANIELSON STREET, STE. L POWAY, CA 92064 | | | | Former Director |

Signatures

/s/ James A Barnes as Attorney-in-Fact for Robert M Kaplan

01/17/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The reporting person resigned as a director on January 15, 2014 in connection with the merger of Parametric with VTB Holdings, Inc., a Delaware corporation (Turtle Beach). The reported transaction involved an amendment of an outstanding option to extend the exercise period after resignation from three months (April 15, 2014) to December 31, 2014 resulting in a deemed cancellation of the old option and the grant of a replacement option. The old option was fully vested at January 15, 2014.

(2) The reported transaction involved an amendment of an outstanding option to accelerate vesting of the option and extend the exercise period after resignation from three months (April 15, 2014) to December 31, 2014 resulting in a deemed cancellation of the old option and the grant of a replacement option. The old option was 50% vested at January 15, 2014 resulting in acceleration as to the exercisability of 2,500 options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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