Parametric Sound Corp Form 4 February 11, 2013

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per response... 0.5

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Number:

OMB APPROVAL

3235-0287

January 31,

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 * MARXE AUSTIN W & GREENHOUSE DAVID M

> (First) (Last)

(Middle)

C/O SPECIAL SITUATIONS **FUNDS. 527 MADISON AVENUE. SUITE 2600**

(Street)

2. Issuer Name and Ticker or Trading Symbol

Parametric Sound Corp [PAMT] 3. Date of Earliest Transaction

(Month/Day/Year) 02/07/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director X__ 10% Owner _ Other (specify Officer (give title below)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10022

(City)	(State)	(Zip) Ta	ble I - Non	-Derivativ	e Secu	ırities Acqu	ired, Disposed of	f, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3,	ed of	` ′	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/07/2013		S	50,300	D	\$ 9.532 (1)	549,931	I	By Limited Partnerships
Common Stock	02/07/2013		S	1,000	D	\$ 9.5 (1)	548,931	I	By Limited Partnerships
Common Stock	02/08/2013		S	75,000	D	\$ 10.0275 (1)	473,931	I	By Limited Partnerships
Common Stock	02/11/2013		S	30,296 (2)	D	\$ 10.6962	443,635 (2)	I (2)	By Limited Partnerships

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene

> Follo Repo Trans (Insti

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

1. Title of 2. 3. Tra	ansaction Date 3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of
Derivative Conversion (Mon	nth/Day/Year) Execution Date,	if Transactio	nNumber	Expiration Date	Amount of	Derivative
Security or Exercise	any	Code	of	(Month/Day/Year)	Underlying	Security
(Instr. 3) Price of	(Month/Day/Yea	ar) (Instr. 8)	Derivative	2	Securities	(Instr. 5)
Derivative			Securities		(Instr. 3 and 4)	
Security			Acquired			
			(A) or			
			Disposed			
			of (D)			
			(Instr. 3,			
			4, and 5)			
					Amount	
					or	
				Date Expiratio	n Title Number	
				Exercisable Date	of	
		Code V	(A) (D)		Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MARXE AUSTIN W & GREENHOUSE DAVID M C/O SPECIAL SITUATIONS FUNDS 527 MADISON AVENUE, SUITE 2600 NEW YORK, NY 10022

X

Signatures

Austin W.

Marxe 02/11/2013

**Signature of Date

Reporting Person

David M.

Greenhouse 02/11/2013

**Signature of Date

Reporting Person

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) This is a weighted average price.

(2)

Reporting Owners 2

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This is a joint filing by Austin W. Marxe (Marxe) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, LP (QP), Special Situations Private Equity Fund, L.P. (PE), Special Situations Technology Fund, LP (TN) and Special Situations Technology Fund II, L.P. (T2). 203,476 shares of Common Stock are held by QP, 71,050 shares of Common Stock are held by PE, 22,925 shares of Common Stock are held by TN and 146,184 shares of Common Stock are held by T2. The interest of Marxe and Greenhouse in the shares of Common Stock owned by QP, PE, TN and T2 is limited to the extent of his pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.