Parametric Sound Corp Form 4 February 27, 2013

subject to

Section 16.

Form 4 or

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 Check this box if no longer

Number: Expires:

OMB

3235-0287 January 31, 2005

0.5

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> 10% Owner Other (specify

OMB APPROVAL

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

Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MARXE AUSTIN W & GREENHOUSE DAVID M

(Last)

(First)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Parametric Sound Corp [PAMT]

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

02/25/2013

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

C/O SPECIAL SITUATIONS FUNDS, 527 MADISON AVENUE,

(Street)

(State)

02/25/2013

SUITE 2600

(City)

Common

Stock

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

Officer (give title

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

NEW YORK, NY 10022

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

77,000

(1)

D

Code V Amount

S

5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) or Indirect Following Reported (I)

(Instr. 4)

 $I^{(1)}$

7. Nature of Indirect Beneficial Ownership (Instr. 4)

By Limited

(A) Transaction(s) or (Instr. 3 and 4) (D) Price

10.8026

366,635 (1)

Partnerships

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired		Securities	(Instr. 5)	Bene	
	Derivative						(Instr. 3 and	4)	Own	
	Security								Follo	
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Amou	ınt	
								or		
						Date	Expiration	Title Numb	er	
						Exercisable	Date	of		
				Code V	(A) (D)			Shares	S	

X

Reporting Owners

Relationships Reporting Owner Name / Address 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

Signatures

Austin W.

Marxe 02/27/2013

**Signature of Date

Reporting Person

David M.

Greenhouse 02/27/2013 **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).

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). 168,159 shares of Common Stock are held by QP, 58,718 shares of Common Stock are held by PE, 18,947 shares of Common Stock are held by TN and 120,811 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.

This is a joint filing by Austin W. Marxe (Marxe) and David M. Greenhouse (Greenhouse). They share voting and investment control

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.

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