

Planet Fitness, Inc.
Form 3
August 06, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol |
| TSG6 Management L.L.C. (Last) (First) (Middle) | (Month/Day/Year) 08/06/2015 | Planet Fitness, Inc. [PLNT] |
| | | 4. Relationship of Reporting Person(s) to Issuer |
| | | 5. If Amendment, Date Original Filed(Month/Day/Year) |

C/O TSG CONSUMER PARTNERS, LLC, 600 MONTGOMERY STREET, SUITE 2900

(Street)

(Check all applicable)

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

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Class A common stock | 26,106,930 | I | See footnotes (1) (3) (4) |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| Holding Units and Class | Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|-------------------------|------------------|-----------------|----------------------|----------------------------|------------------------------|--|---------------------------|
| | | | Title | | | | |
| B common stock | Â (1) | Â (2) | Class A common stock | 54,408,466 | \$ (2) | I | See footnotes (1) (3) (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TSG6 Management L.L.C. C/O TSG CONSUMER PARTNERS, LLC 600 MONTGOMERY STREET, SUITE 2900 SAN FRANCISCO, CA 94111 | Â | Â X | Â | Â |
| TSG6 AIV II-A L.P. C/O TSG CONSUMER PARTNERS, LLC 600 MONTGOMERY STREET, SUITE 2900 SAN FRANCISCO, CA 94111 | Â | Â X | Â | Â |
| TSG6 PF Co-Investors A L.P. C/O TSG CONSUMER PARTNERS, LLC 600 MONTGOMERY STREET, SUITE 2900 SAN FRANCISCO, CA 94111 | Â | Â X | Â | Â |
| TSG6 AIV II L.P. C/O TSG CONSUMER PARTNERS, LLC 600 MONTGOMERY STREET, SUITE 2900 SAN FRANCISCO, CA 94111 | Â | Â X | Â | Â |
| TSG PF Investment LLC C/O TSG CONSUMER PARTNERS, LLC 600 MONTGOMERY STREET, SUITE 2900 SAN FRANCISCO, CA 94111 | Â | Â X | Â | Â |
| TSG PF Investment II L.L.C. C/O TSG CONSUMER PARTNERS, LLC 600 MONTGOMERY STREET, SUITE 2900 SAN FRANCISCO, CA 94111 | Â | Â X | Â | Â |

Signatures

/s/ R. Wallace Wertsch,
attorney-in-fact

08/06/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) TSG6 AIV II-A L.P. ("AIV II-A") holds 12,370,453 shares of Class A common stock of Planet Fitness, Inc. (the "Company"). TSG6 PF Co-Investors A L.P. ("Co-Investors A") holds 13,736,477 shares of Class A common stock of the Company. TSG PF Investment LLC ("Investment") holds 46,902,694 Common Units of Pla-Fit Holdings, LLC ("Holding Units") and 46,902,694 shares of Class B common stock of the Company. TSG PF Investment II LLC ("Investment II") holds 7,505,772 Holding Units and 7,505,772 shares of Class B common stock of the Company. The Holding Units and shares of Class B common stock of the Company reported herein were issued pursuant to a reclassification of Pla-Fit Holdings, LLC on August 5, 2015.
- Pursuant to the terms of the Exchange Agreement dated as of August 5, 2015, by and among the Company, Pla-Fit Holdings, LLC and the holders from time to time of Holding Units and shares of Class B common stock, Investment and Investment II may each exchange all or a portion of its Holding Units (along with an equal number of its Class B Shares) for shares of Class A common stock of the Company on a one-to-one basis. The Holding Units do not expire and holders thereof are not required to pay an exercise price in connection with exchanges. The Class B common stock provides the holder with one vote on all matters submitted to a vote of the Company's stockholders but does not entitle the holder to any of the economic rights associated with shares of the Company's Class A common stock.
- (3) TSG6 Management L.L.C. is the general partner of each of AIV II-A, Co-Investors A and TSG6 AIV II L.P., which is the managing member of Investment and Investment II, and therefore may be deemed to share voting and dispositive power with respect to the securities reported herein.
- (4) The Reporting Persons disclaim beneficial ownership of securities reported herein except to the extent of any pecuniary interest therein.

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Remarks:

The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act.

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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