

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)

<p>1. Name and Address of Reporting Person *</p> <p>Spinelli Stephen JR</p> <p>(Last) (First) (Middle)</p> <p>C/O PLANET FITNESS, INC., 26 FOX RUN ROAD</p> <p>(Street)</p> <p>NEWINGTON, NH 03801</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/06/2015</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Planet Fitness, Inc. [PLNT]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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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)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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(Instr. 5)

Holding Units and Class B common stock	Â (1)(2)(3)	Â (2)(3)	Class A common stock	149,052 <u>(1)</u> <u>(2)</u>	\$ <u>(3)</u>	D	Â
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spinelli Stephen JR C/O PLANET FITNESS, INC. 26 FOX RUN ROAD NEWINGTON, NH 03801	Â X	Â	Â	Â

Signatures

/s/ Justin Vartanian, 08/06/2015
attorney-in-fact

**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) The Common Units of Pla-Fit Holdings, LLC ("Holding Units") and shares of Class B common stock of Planet Fitness, Inc. (the "Company") reported herein were issued pursuant to a reclassification of Pla-Fit Holdings, LLC on August 5, 2015. Mr. Spinelli holds an aggregate of 149,052 Holding Units and 149,052 shares of Class B common stock of the Company.
 - (2) Represents an equity award granted to Mr. Spinelli on April 30, 2013 under the Pla-Fit Holdings, LLC 2013 Equity Incentive Plan that was converted into Holding Units in connection with the reclassification of Pla-Fit Holdings, LLC described above. Eighty percent of the award vests annually in equal installments over five years from a specified vesting date, and twenty percent vests in connection with the Company's initial public offering, subject generally to remaining in service on the applicable vesting date.
 - (3) 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, Mr. Spinelli may exchange all or a portion of his vested Holding Units along with an equal number of his shares of Class B common stock for shares of Class A common stock of the Company on a one-to-one basis (one vested Holding Unit and one share of Class B common stock together exchangeable for one share of Class A common stock). The Holding Units will expire on April 30, 2023 and the holders thereof are not required to pay an exercise price in connection with any such exchange. 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.

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Remarks:

Justin Vartanian is signing on behalf of Stephen Spinelli pursuant to a Power of Attorney dated June 1, 2015.

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.