SEC Form 4

**FORM 4**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  |  |  |  |
|  |  | Estimated average burden |  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



1. Name and Address of Reporting Person\*

[Esserman Charles](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001649551)

(Last) (First) (Middle)

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

|  |  |
| --- | --- |
| (Street) |  |
| SAN FRANCISCO CA | 94111 |

|  |  |  |  |
| --- | --- | --- | --- |
| 2. | Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer |  |
| [Planet Fitness, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001637207) [ PLNT ] | (Check all applicable) |  |  |  |
|  |  |  |  |  |  |  |
|  |  |  |  | X | Director | X | 10% Owner |  |
|  |  |  |  |  |
|  |  |  |  |  | Officer (give title |  | Other (specify |  |
| 3. | Date of Earliest Transaction (Month/Day/Year) |  | below) |  | below) |  |
|  |  |  |  |  |
| 09/28/2016 |  |  |  |  |  |  |
|  |  |  |  |  |  |
| 4. | If Amendment, Date of 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 Person |  |

(City) (State) (Zip)

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

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

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Class A common stock | 09/28/2016 | C(1)(2) | 5,406,019(1)(2) | A | $0.00 | 20,276,183(1)(2) | I | See footnotes(1)(2)(3) |  |  |
|  |  |  |  |  |  |  |  | (4)(5)(6) |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
| Class A common stock | 09/28/2016 | S(3) | 8,000,000(3) | D | $19.62 | 14,870,164(3) | I | See footnotes(1)(2)(3) |  |  |
|  |  |  |  |  |  |  |  | (4)(5)(6) |  |  |
|  |  |  |  |  |  |  |  |  |  |  |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

**(e.g., puts, calls, warrants, options, convertible securities)**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **1. Title of** | **2.** | **3. Transaction** | **3A. Deemed** | **4.** | **5. Number of** | **6. Date Exercisable and** | **7. Title and Amount of** |  | **8. Price of** | **9. Number of** | **10.** | **11. Nature of Indirect** |  |
| **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **Derivative** | **Expiration Date** | **Securities Underlying** |  | **Derivative** | **derivative** | **Ownership** | **Beneficial Ownership** |  |
| **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Securities** | **(Month/Day/Year)** | **Derivative Security (Instr. 3** | **Security** | **Securities** | **Form:** | **(Instr. 4)** |  |
| **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Acquired (A) or** |  |  | **and 4)** |  |  | **(Instr. 5)** | **Beneficially** | **Direct (D)** |  |  |
|  | **Derivative** |  |  |  | **Disposed of (D)** |  |  |  |  |  |  | **Owned** | **or Indirect** |  |  |
|  | **Security** |  |  |  | **(Instr. 3, 4 and 5)** |  |  |  |  |  |  | **Following** | **(I) (Instr. 4)** |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Amount or** |  |  | **Transaction(s)** |  |  |  |
|  |  |  |  |  |  | **Date** | **Expiration** |  | **Number of** |  |  | **(Instr. 4)** |  |  |  |
|  |  |  |  | **Code V** | **(A) (D)** | **Exercisable** | **Date** | **Title** | **Shares** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Holding |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Units and | (4) | 09/28/2016 |  | C | 5,406,019(1)(2) | (4) | (4) | Class A | 5,406,019 | (1)(2) | $0.00 | 30,990,346(1)(2) | I | See footnotes(1)(2)(3)(4) |  |
| Class B |  | common |  | (5)(6) |  |
| common |  |  |  |  |  |  |  | stock |  |  |  |  |  |  |  |

stock

**Explanation of Responses:**

1. On September 28, 2016, (i) TSG6 PF Investment LLC ("Investment") exchanged 4,660,246 Common Units of Pla-Fit Holdings, LLC ("Holding Units") and 4,660,246 shares of Class B common stock of Planet Fitness, Inc. (the "Company") for 4,660,246 shares of Class A common stock of the Company, and substantially simultaneously sold all 4,660,246 shares of Class A common stock of the Company to the underwriters in the Company's secondary offering, which closed on September 28, 2016 (the "Offering"), and (ii) TSG6 PF Investment II LLC ("Investment II") exchanged 745,773 Holding Units of Pla-Fit Holdings, LLC and 745,773 shares of Class B common stock of the Company for 745,773 shares of Class A common stock of the Company, and substantially simultaneously sold all 745,773 shares of Class A common stock of the Company to the underwriters in the Offering.
2. (Continued from footnote 1) Following such sales, Investment holds 26,715,158 Holding Units of Pla-Fit Holdings, LLC and 26,715,158 shares of Class B common stock of the Company and Investment II holds 4,275,188 Holding Units of Pla-Fit Holdings, LLC and 4,275,188 shares of Class B common stock of the Company.
3. On September 28, 2016, (i) TSG6 AIV II-A L.P. ("AIV II-A") sold 1,229,127 shares of Class A common stock of the Company to the underwriters in the Offering and (ii) TSG6 PF Co-Investors A L.P. ("Co-Investors A") sold 1,364,854 shares of Class A common stock of the Company to the underwriters in the Offering. Following such sales, AIV II-A holds 7,046,047 shares of Class A common stock of the Company and Co-Investors A holds 7,824,117 shares of Class A common stock of the Company.
4. 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.
5. 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. Charles Esserman is a Managing Member of TSG6 Management L.L.C. As a result, Mr. Esserman may be deemed to share voting and dispositive power with respect to the securities reported herein.
6. Mr. Esserman disclaims beneficial ownership of the securities reported herein except to the extent of any pecuniary interest therein.

**Remarks:**

R. Wallace Wertsch is signing on behalf of Charles Esserman pursuant to a Power of Attorney dated July 29, 2015, which was previously filed with the Securities and Exchange Commission.

|  |  |
| --- | --- |
| /s/ R. Wallace Wertsch | 09/30/2016 |
|  |  |  |
| \*\* Signature of Reporting Person | Date |

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

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**