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| --- | --- | --- | --- | --- | --- | --- |
| SEC Form 3 |  |  |  |  |  |  |
| **FORM 3** | **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
|  | Washington, D.C. 20549 |  |  |  |  |  |
|  |  | OMB APPROVAL |  |
|  |  |  |  |
|  | **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF** |  |  |  |  |  |
|  |  | OMB Number: | 3235-0104 |  |  |
|  |  |  |  |  |
|  | **SECURITIES** |  | Estimated average burden |  |
|  |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |



Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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



|  |  |  |
| --- | --- | --- |
| 1. Name and Address of Reporting Person\* | 2. Date of Event |  |
|  |  | [Spinelli Stephen JR](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001361944) | Requiring Statement |  |
|  |  | (Month/Day/Year) |  |
|  |  |  |  | 08/06/2015 |  |

3. Issuer Name **and** Ticker or Trading Symbol

[Planet Fitness, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001637207) [ PLNT ]

|  |  |  |  |
| --- | --- | --- | --- |
|  | (Last) | (First) | (Middle) |
|  | C/O PLANET FITNESS, INC. |
|  | 26 FOX RUN ROAD |  |
|  |  |  |  |
| (Street) |  |  |
|  | NEWINGTON NH | 03801 |

1. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director 10% Owner

Officer (give title Other (specify

below) below)

1. If Amendment, Date of Original Filed (Month/Day/Year)
2. Individual or Joint/Group Filing (Check Applicable Line)
* Form filed by One Reporting Person

Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | **1. Title of Security (Instr. 4)** | **2. Amount of Securities** | **3. Ownership** | **4. Nature of Indirect Beneficial Ownership** |
|  |  | **Beneficially Owned (Instr. 4)** | **Form: Direct (D)** | **(Instr. 5)** |
|  |  |  | **or Indirect (I)** |  |  |
|  |  |  | **(Instr. 5)** |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |

**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** | **3. Title and Amount of Securities** | **4.** | **5.** | **6. Nature of Indirect** |  |
|  |  | **Expiration Date** | **Underlying Derivative Security (Instr. 4)** | **Conversion** | **Ownership** | **Beneficial Ownership** |  |
|  |  | **(Month/Day/Year)** |  |  | **or Exercise** | **Form:** | **(Instr. 5)** |  |
|  |  |  |  |  |  | **Price of** | **Direct (D)** |  |  |  |
|  |  |  |  |  | **Amount or** |  |  |  |
|  |  |  |  |  | **Derivative** | **or Indirect** |  |  |  |
|  |  | **Date** | **Expiration** | **Title** | **Number of** | **Security** | **(I) (Instr. 5)** |  |  |  |
|  |  | **Exercisable** | **Date** | **Shares** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  | Holding Units and Class B common stock | (1)(2)(3) | (2)(3) | Class A common stock | 149,052(1)(2) | (3) | D |  |  |  |
|  | **Explanation of Responses:** |  |  |  |  |  |  |  |  |  |

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.

**Remarks:**

Justin Vartanian is signing on behalf of Stephen Spinelli pursuant to a Power of Attorney dated July 29, 2015, which is attached hereto as an exhibit.

|  |  |  |  |
| --- | --- | --- | --- |
|  | /s/ Justin Vartanian, attorney- | 08/06/2015 |  |
|  | in-fact |  |  |
|  |  |  |  |
|  |  |  |  |  |  |
|  | \*\* 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 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). 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.**

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Dorvin Lively, Richard Moore, and Justin Vartanian, with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended, or any rule or regulation of the SEC;
2. execute for and on behalf of the undersigned, in the undersigned's capacity as officer and/or director of Planet Fitness, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
3. do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
4. take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of July 29, 2015.

/s/ Stephen Spinelli, Jr.

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Stephen Spinelli, Jr.