SEC Form 4

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **FORM 4** | **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**Washington, D.C. 20549**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934or Section 30(h) of the Investment Company Act of 1940  |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| OMB APPROVAL

|  |  |
| --- | --- |
| OMB Number: | 3235-0287 |
| Estimated average burden |
| hours per response: | 0.5 |

 |
|  |

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

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 1. Name and Address of Reporting Person\*

|  |
| --- |
| [Rondeau Christopher](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001649552) |

|  |  |  |
| --- | --- | --- |
| (Last) | (First) | (Middle) |

|  |
| --- |
| C/O PLANET FITNESS, INC. |
| 4 LIBERTY LANE WEST |

(Street)

|  |  |  |
| --- | --- | --- |
| HAMPTON | NH | 03842 |

|  |  |  |
| --- | --- | --- |
| (City) | (State) | (Zip) |

 | 2. Issuer Name **and** Ticker or Trading Symbol [Planet Fitness, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001637207) [ PLNT ]  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

|  |  |  |  |
| --- | --- | --- | --- |
| X | Director |  | 10% Owner |
| X | Officer (give title below) |  | Other (specify below) |
| Chief Executive Officer  |

 |
| 3. Date of Earliest Transaction (Month/Day/Year)04/09/2019  |
| 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 |

 |

| **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** |
| --- |
| 1. Title of Security (Instr. 3)  | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8)  | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  | 7. Nature of Indirect Beneficial Ownership (Instr. 4)  |
| Code | V | Amount | (A) or (D) | Price |
| Class A common stock | 04/09/2019 |  | A |  | 11,002 | A | (1) | 39,832 | D |  |

| **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned****(e.g., puts, calls, warrants, options, convertible securities)**  |
| --- |
| 1. Title of Derivative Security (Instr. 3)  | 2. Conversion or Exercise Price of Derivative Security  | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8)  | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)  | 8. Price of Derivative Security (Instr. 5)  | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)  | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  | 11. Nature of Indirect Beneficial Ownership (Instr. 4)  |
| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to purchase Class A common stock | $70.44  | 04/09/2019 |  | A |  | 33,449 |  | (2)  | 04/09/2029 | Class A common stock | 33,449 | $0.00  | 561,462 | D |  |

|  |
| --- |
| **Explanation of Responses:** |
| 1. Represents the grant of restricted stock units with respect to shares of the issuer's common stock that vests in equal installments on each of the first four anniversaries of the date of grant. |
| 2. Represents the grant of an option to purchase shares of Class A common stock that vest in equal installments on each of the first four anniversaries of the date of grant. |
| **Remarks:** |
|  |

|  |  |  |
| --- | --- | --- |
|  | /s/ Justin Vartanian, Attorney-in-Fact | 04/11/2019 |
|  | \*\* 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.** |

 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/ Christopher Rondeau

 ----------------------------------------

 Christopher Rondeau