

TOWN SPORTS INTERNATIONAL HOLDINGS INC

Form 3

June 26, 2014

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *Â HG Vora Capital
Management, LLC

(Last) (First) (Middle)

870 SEVENTH
AVENUE,Â SECOND FLOOR

(Street)

NEW YORK,Â NYÂ 10019

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
06/24/20143. Issuer Name **and** Ticker or Trading SymbolTOWN SPORTS INTERNATIONAL HOLDINGS INC
[CLUB]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)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)Common Stock, par value \$0.001 (1) (2)

2,918,386

I (3)By: HG Vora Special
Opportunities Master Fund, LtdReminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.****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 Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HG Vora Capital Management, LLC 870 SEVENTH AVENUE SECOND FLOOR NEW YORK, NY 10019	Â	Â	Â	Â
HG Vora Special Opportunities Master Fund, Ltd. 870 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10019	Â	Â	Â	Â
Vora Parag 870 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10019	Â	Â	Â	Â

Signatures

By: HG Vora Capital Management, LLC, By: Parag Vora, Managing Member 06/26/2014

__Signature of Reporting Person Date

By: HG Vora Special Opportunities Master Fund, Ltd, By: Parag Vora, Director 06/26/2014

__Signature of Reporting Person Date

/s/ Parag Vora 06/26/2014

__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) This Form 3 is filed jointly by HG Vora Capital Management, LLC ("HG Vora Capital"), HG Vora Special Opportunities Master Fund, Ltd. ("HG Vora Special Opportunities"), and Parag Vora (collectively, the "Reporting Persons").

(2) Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that may be deemed to collectively beneficially own more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.

(3) Securities owned directly by HG Vora Special Opportunities. HG Vora Capital is a registered investment adviser under the Investment Advisers Act of 1940, as amended, and acts as an investment adviser to certain investment entities. HG Vora Capital, as investment manager of HG Vora Special Opportunities, may be deemed to beneficially own the securities owned directly by HG Vora Special Opportunities. Parag Vora, as the managing member of HG Vora Capital, may be deemed to beneficially own the securities owned directly by HG Vora Special Opportunities.

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.