

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)

| | | | | |
|--|--|--|--|--|
| 1. Name and Address of Reporting Person * Â Esserman Charles (Last) (First) (Middle) | 2. Date of Event Requiring Statement (Month/Day/Year) 08/06/2015 | 3. Issuer Name and Ticker or Trading Symbol Planet Fitness, Inc. [PLNT] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|--|--|--|--|--|

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

(Street)

SAN FRANCISCO, Â CA Â 94111

(City) (State) (Zip)

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) |
|------------------------------------|--|---|--|
| Class A common stock | 26,106,930 | I | See footnotes (1) (3) (4) |

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)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| Holding Units and Class | Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|-------------------------|------------------|-----------------|----------------------|----------------------------|------------------------------|--|---------------------------|
| | | | Title | | | | |
| B common stock | Â (2) | Â (2) | Class A common stock | 54,408,466 | \$ (2) | I | See footnotes (1) (3) (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Esserman Charles C/O TSG CONSUMER PARTNERS, LLC 600 MONTGOMERY STREET, SUITE 2900 SAN FRANCISCO, CA 94111 | Â X | Â X | Â | Â |

Signatures

/s/ R. Wallace Wertsch, attorney-in-fact 08/06/2015

**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) TSG6 AIV II-A L.P. ("AIV II-A") holds 12,370,453 shares of Class A common stock of Planet Fitness, Inc. (the "Company"). TSG6 PF Co-Investors A L.P. ("Co-Investors A") holds 13,736,477 shares of Class A common stock of the Company. TSG PF Investment LLC ("Investment") holds 46,902,694 Common Units of Pla-Fit Holdings, LLC ("Holding Units") and 46,902,694 shares of Class B common stock of the Company. TSG PF Investment II LLC ("Investment II") holds 7,505,772 Holding Units and 7,505,772 shares of Class B common stock of the Company. The Holding Units and shares of Class B common stock of the Company reported herein were issued pursuant to a reclassification of Pla-Fit Holdings, LLC on August 5, 2015.
- 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 the 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.
- (2) 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.
- (3) 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

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.