

Trinity Place Holdings Inc.
Form 4
December 10, 2015

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN 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 *
DS Fund I LLC

(Last) (First) (Middle)

1001 BRICKELL BAY DR. STE. 3102A

(Street)

MIAMI, FL 33131

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Trinity Place Holdings Inc. [TPHS]

3. Date of Earliest Transaction (Month/Day/Year)
12/08/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	12/08/2015		X	573,275 A \$ 6	2,881,504	D (1) (2)	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Security (Instr. 3 and 4)
Subscription Right (Right to buy)	\$ 6	12/08/2015		X	573,275	11/04/2015 12/03/2015	Common Stock 573,275

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DS Fund I LLC 1001 BRICKELL BAY DR. STE. 3102A MIAMI, FL 33131		X		
DESAI BHARAT 1001 BRICKELL BAY DR. STE. 3102A MIAMI, FL 33131		X		
SETHI NEERJA 1001 BRICKELL BAY DR. STE. 3102A MIAMI, FL 33131		X		

Signatures

DS Fund I LLC: /s/ Bharat Desai, By: DS Investco LLC, Managing Member 12/09/2015

**Signature of Reporting Person Date

/s/ Bharat Desai 12/09/2015

**Signature of Reporting Person Date

/s/ Neerja Sethi 12/09/2015

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) These shares/subscription right are directly owned by DS Fund I LLC.
- Bharat Desai and Neerja Sethi who may be deemed to control the DS Fund I LLC through their ownership of an intervening limited liability company, DS Investco LLC, may be deemed to beneficially own all the shares/ subscription right of common stock presently owned/disclosed of by DS Fund I LLC.

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

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