Trinity Place Holdings Inc.

Form 4

January 15, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Messinger, Matthew

2. Issuer Name and Ticker or Trading Symbol

Trinity Place Holdings Inc. [TPHS]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

12/31/2014

Director 10% Owner

(Check all applicable)

X_ Officer (give title Other (specify below)

President and CEO

717 FIFTH AVENUE, SUITE 1303

(Street)

4. If Amendment, Date 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

(Instr. 4)

Person

NEW YORK, NY 10022

(State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

Reported

Transaction(s) (Instr. 3 and 4)

(A) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

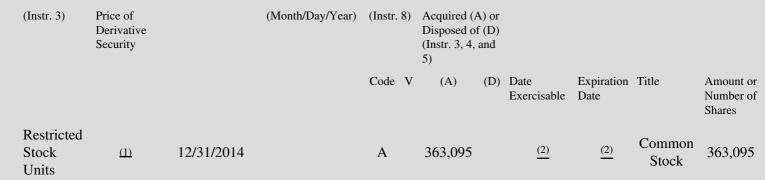
any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Messinger, Matthew 717 FIFTH AVENUE, SUITE 1303 NEW YORK, NY 10022

President and CEO

Signatures

/s/ Matthew 01/15/2015 Messinger

**Signature of Date Reporting Person

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) Each restricted stock unit ("RSU") converts into one share of common stock of Trinity Place Holdings Inc. (the "Issuer").
 - The RSUs will vest and be settled as follows: (i) 125,000 RSUs will vest in three equal annual installments beginning December 31, 2015 and ending December 31, 2017, and shares of the Issuer's common stock will be distributed to the reporting person in settlement of the vested portion of the 125,000 RSUs upon the earlier of (x) the 30-day period following the second anniversary of the applicable vesting date and (y) the 60th day following the reporting person's termination of employment for any reason and (ii) the remaining 238,095 RSUs
- date and (y) the 60th day following the reporting person's termination of employment for any reason and (ii) the remaining 238,095 RSU will vest in three equal annual installments beginning December 31, 2015 and ending December 31, 2017, and shares of the Issuer's common stock will be distributed to the reporting person in settlement of the vested portion of the 238,095 RSUs within 30 days following the scheduled vesting date or on the 60th day following the accelerated vesting date, as applicable, subject in each case to the terms of the reporting person's employment agreement.
- (3) The RSUs reflected on this Form 4 were granted pursuant to the terms and conditions of the reporting person's employment agreement with the Issuer, a copy of which has been previously filed with the Securities and Exchange Commission.

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.

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