

Rondeau Christopher  
Form 4  
March 15, 2019

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rondeau Christopher

(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. [PLNT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/13/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Chief Executive Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>common<br>stock            | 03/13/2019                              |                                                             | C(1)                                 | 244,167<br>(1)                                                          | A \$ 0 244,167                                                                                                     | I                                                                    | By Trust<br>(1)                                                   |
| Class A<br>common<br>stock            | 03/13/2019                              |                                                             | S(1)                                 | 244,167<br>(1)                                                          | D \$ 66.29 0                                                                                                       | I                                                                    | By Trust<br>(1)                                                   |
| Class A<br>common<br>stock            | 03/13/2019                              |                                                             | C(2)                                 | 104,643<br>(2)                                                          | A \$ 0 104,643                                                                                                     | I                                                                    | By Trust<br>(2)                                                   |
| Class A<br>common                     | 03/13/2019                              |                                                             | S(2)                                 | 104,643<br>(2)                                                          | D \$ 66.29 0                                                                                                       | I                                                                    | By Trust<br>(2)                                                   |

# Edgar Filing: Rondeau Christopher - Form 4

stock

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

**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.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)   | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Deemed<br>Execution Date<br>(Instr. 3 and 4) |                                  |
|-------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------------|----------------------------------|
|                                                       |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                 | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                                           | Amount or<br>Number of<br>Shares |
| Holding<br>Units<br>and<br>Class B<br>common<br>stock | <u>(1)</u> <u>(3)</u>                                              | 03/13/2019                              |                                                             | C                                    | 244,167<br><u>(1)</u>                                                                                     | <u>(3)</u>                                                     | <u>(3)</u>                                                          | Class A<br>common<br>stock                      | 244,167<br><u>(1)</u>            |
| Holding<br>Units<br>and<br>Class B<br>common<br>stock | <u>(2)</u> <u>(3)</u>                                              | 03/13/2019                              |                                                             | C                                    | 104,643<br><u>(2)</u>                                                                                     | <u>(3)</u>                                                     | <u>(3)</u>                                                          | Class A<br>common<br>stock                      | 104,643<br><u>(2)</u>            |

## Reporting Owners

| Reporting Owner Name / Address                                                              | Relationships                    |
|---------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                             | Director 10% Owner Officer Other |
| Rondeau Christopher<br>C/O PLANET FITNESS, INC.<br>4 LIBERTY LANE WEST<br>HAMPTON, NH 03842 | Chief Executive Officer          |

## Signatures

/s/ Justin Vartanian,  
Attorney-in-Fact 03/15/2019

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) On March 13, 2019, The Christopher J. Rondeau Revocable Trust of 2006, u/d/t 05/15/06 exchanged 244,167 Common Units of Pla-Fit Holdings, LLC ("Holding Units") and 244,167 shares of Class B common stock of Planet Fitness, Inc. (the "Company") for 244,167 shares of Class A common stock of the Company, and substantially simultaneously sold all 244,167 shares of Class A common stock of the Company in a single private sale. Following the sale, The Christopher J. Rondeau Revocable Trust of 2006, u/d/t 05/15/06 held 3,002,980 Holding Units and 3,002,980 shares of Class B common stock of the Company.

(2) On March 13, 2019, The Christopher J. Rondeau Irrevocable GST Trust of 2012, u/d/t 11/08/12 exchanged 104,643 Holding Units and 104,643 shares of Class B common stock of the Company for 104,643 shares of Class A common stock of the Company, and substantially simultaneously sold all 104,643 shares of Class A common stock of the Company in a single private sale. Following the sale, The Christopher J. Rondeau Irrevocable GST Trust of 2012, u/d/t 11/08/12 held 996,520 Holding Units and 996,520 shares of Class B common stock of the Company. Mr. Rondeau disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

(3) Pursuant to the terms of the Exchange Agreement dated as of August 5, 2015, as amended, 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, the holders thereof may exchange all or a portion of their Holding Units along with an equal number of shares of Class B common stock for shares of Class A common stock of the Company on a one-to-one basis (one Holding Unit and one share of Class B common stock together exchangeable for one share of Class A common stock). The holders thereof are not required to pay an exercise price in connection with any such exchange. The Holding Units do not expire. 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.

### Remarks:

Justin Vartanian is signing on behalf of Mr. Rondeau pursuant to a Power of Attorney dated July 29, 2015, which was previous

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.