Planet Fitness, Inc. Form 3 August 06, 2015

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... 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 *

A Layman Michael

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

08/06/2015

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Planet Fitness, Inc. [PLNT]

4. Relationship of Reporting Person(s) to Issuer

Officer

5. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Form filed by More than One

Filed(Month/Day/Year)

C/O TSG CONSUMER PARTNERS, LLC, 600 MONTGOMERY STREET.

SUITE 2900

(Street)

(Check all applicable) 10% Owner _X_ Director

Other (give title below) (specify below)

SAN FRANCISCO. CAÂ 94111

(City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form: Direct (D)

4. Nature of Indirect Beneficial Ownership

Person

Reporting Person

(Instr. 5)

or Indirect (I) (Instr. 5)

Reminder: 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 Security** (Instr. 4)

4. 5. Ownership Conversion or Exercise Form of Price of

Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Derivative

Security:

1

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Date Expiration Title Exercisable Date

Amount or Security Number of Shares Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Layman Michael

C/O TSG CONSUMER PARTNERS, LLC 600 MONTGOMERY STREET, SUITE 2900 SAN FRANCISCO. CAÂ 94111

X Â Â Â

Signatures

/s/ R. Wallace Wertsch, attorney-in-fact

08/06/2015

**Signature of Reporting Person

Date

Explanation of Responses:

No securities are beneficially owned

- * 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).

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Remarks:

R. Wallace Wertsch is signing on behalf of Michael Layman pursuant to a Power of Attorney dat

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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