Planet Fitness, Inc.
Form 4
March 16, 2017

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
TSG6 Management L.L.C.

(Last) (First) (Middle)

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

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Planet Fitness, Inc. [PLNT]

3. Date of Earliest Transaction (Month/Day/Year)
03/14/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock	03/14/2017		C(1)(2)		9,984,242 (1) (2)	A	$ 0	19,990,691 (1) (2)	I	See Footnotes (1) (2) (3) (4) (5) (6) (7)
Class A common stock	03/14/2017		S(3)		14,775,000 (3)	D	$ 20.44	5,215,691	I	See Footnotes (1) (2) (3) (4) (5) (6) (7)

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

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

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 Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Holding Units and Class B common stock	(4)	03/14/2017		C			9,984,242 (1) (2)	(4)	(4)	Class A common stock	9,984,242 (1) (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TSG6 Management L.L.C. C/O TSG CONSUMER PARTNERS, LLC 600 MONTGOMERY STREET, SUITE 2900 SAN FRANCISCO, CA 94111		X		
TSG6 AIV II-A L.P. C/O TSG CONSUMER PARTNERS, LLC 600 MONTGOMERY STREET, SUITE 2900 SAN FRANCISCO, CA 94111		X		
TSG6 PF Co-Investors A L.P. C/O TSG CONSUMER PARTNERS, LLC 600 MONTGOMERY STREET, SUITE 2900 SAN FRANCISCO, CA 94111		X		
TSG6 AIV II L.P. C/O TSG CONSUMER PARTNERS, LLC 600 MONTGOMERY STREET, SUITE 2900 SAN FRANCISCO, CA 94111		X		
TSG PF Investment LLC C/O TSG CONSUMER PARTNERS, LLC 600 MONTGOMERY STREET, SUITE 2900		X		

SAN FRANCISCO, CA 94111

TSG PF Investment II L.L.C.
C/O TSG CONSUMER PARTNERS, LLC
600 MONTGOMERY STREET, SUITE 2900
SAN FRANCISCO, CA 94111

X

Signatures

/s/ R. Wallace Wertsch	03/16/2017
**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 14, 2017, (i) TSG PF Investment LLC ("Investment") exchanged 8,606,892 Common Units of Pla-Fit Holdings, LLC ("Holding Units") and 8,606,892 shares of Class B common stock of Planet Fitness, Inc. (the "Company") for 8,606,892 shares of Class A common stock of the Company, and substantially simultaneously sold all 8,606,892 shares of Class A common stock of the Company to the underwriter in the Company's secondary offering, which closed on March 14, 2017 (the "Offering"), and (ii) TSG PF Investment II LLC ("Investment II") exchanged 1,377,350 Holding Units and 1,377,350 shares of Class B common stock of the Company for 1,377,350 shares of Class A common stock of the Company, and substantially simultaneously sold all 1,377,350 shares of Class A common stock of the Company to the underwriter in the Offering.

(2) (Continued from Footnote 1) Following such sales, Investment holds 9,370,304 Holding Units and 9,370,304 shares of Class B common stock of the Company and Investment II holds 1,499,515 Holding Units and 1,499,515 shares of Class B common stock of the Company.

(3) On March 14, 2017, (i) TSG6 AIV II-A L.P. ("AIV II-A") sold 2,270,044 shares of Class A common stock of the Company to the underwriter in the Offering and (ii) TSG6 PF Co-Investors A L.P. ("Co-Investors A") sold 2,520,714 shares of Class A common stock of the Company to the underwriter in the Offering. Following such sales, AIV II-A holds 2,471,391 shares of Class A common stock of the Company and Co-Investors A holds 2,744,300 shares of Class A common stock of the Company.

(4) 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 of the Company, Investment and Investment II may each exchange all or a portion of its Holding Units (along with an equal number of its shares of Class B common stock of the Company) for shares of Class A common stock of the Company on a one-to-one basis. The Holding Units do not expire and 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.

(5) 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, and therefore may be deemed to share voting and dispositive power with respect to the securities reported herein.

(6) The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of any pecuniary interest therein.

(7) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

Remarks:

R. Wallace Wertsch is signing on behalf of the Reporting Persons pursuant to Powers of Attorney dated July 29, 2015, which

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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