Edgar Filing: TOWN SPORTS INTERNATIONAL HOLDINGS INC - Form 4

TOWN SPORTS INTERNATIONAL HOLDINGS INC

Form 4

January 11, 2017

FORM	4
-------------	---

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

OMB Number:

3235-0287

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

burden hours per response...

Form 5 obligations may continue. See Instruction

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 * Hirsch Daniel J.

2. Issuer Name and Ticker or Trading

Issuer

Symbol

INC [CLUB]

(Month/Day/Year)

12/31/2016

TOWN SPORTS INTERNATIONAL HOLDINGS

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First)

(Middle)

any

3. Date of Earliest Transaction

_X__ 10% Owner Officer (give title __X_ Other (specify

below)

Director

below) Member of Group Owning 10%

C/O FARALLON CAPITAL MANAGEMENT, L.L.C., ONE MARITIME PLAZA, SUITE 2100

> (Street) 4. If Amendment, Date Original

> > (Month/Day/Year)

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

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

SAN FRANCISCO, CA 94111

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Securities Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

Reported Transaction(s) Beneficial Ownership (Instr. 4)

(A) or

Code V Amount (D) Price

(Instr. 3 and 4)

Common

(Instr. 3)

Stock, par value \$0.001 per

share

See 0 I **Footnotes**

(1)(2)(3)

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

SEC 1474 (9-02)

Edgar Filing: TOWN SPORTS INTERNATIONAL HOLDINGS INC - Form 4

displays a currently valid OMB control number.

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securi	ties	(Instr. 5)]
	Derivative				Securities	3		(Instr.	3 and 4)		(
	Security				Acquired						}
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable Date			of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships				
. 6	Director	10% Owner	Officer	Other		
Hirsch Daniel J.						
C/O FARALLON CAPITAL MANAGEMENT,				Member of Group Owning		
L.L.C.		X		10%		
ONE MARITIME PLAZA, SUITE 2100				10%		
SAN FRANCISCO, CA 94111						

Signatures

/s/ Monica R. Landry, as attorney-in-fact and/or authorized signer for Daniel J.

Hirsch

01/11/2017

**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).
- Daniel J. Hirsch ("Hirsch") previously filed Form 3s and Form 4s with respect to securities of the Issuer owned directly by Farallon (1) Capital Partners, L.P., Farallon Capital Institutional Partners II, L.P., Farallon Capital Institutional Partners III, L.P. and Farallon Capital Offshore Investors II, L.P. (collectively, the "Farallon Funds").
- As a managing member of Farallon Partners, L.L.C. ("FPLLC"), the general partner of each of the Farallon Funds, Hirsch may have been deemed a beneficial owner of the Issuer's securities deemed beneficially owned by FPLLC. Effective as of December 31, 2016, in connection with his resignation as managing member of FPLLC, Hirsch may no longer be deemed a beneficial owner of any of the Issuer's securities deemed beneficially owned by FPLLC.
- (3) Hirsch and the other individuals identified in the prior Form 3s and Form 4s filed by the foregoing disclaims any beneficial ownership of any of the Issuer's securities reported or referred to herein or therein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "'34 Act"), or otherwise, except to the extent of his or her pecuniary interest, if any. FPLLC disclaims any beneficial ownership of any of the Issuer's securities reported or referred to herein or in such prior Form 3s and Form 4s for purposes of Section 16

Reporting Owners 2

Edgar Filing: TOWN SPORTS INTERNATIONAL HOLDINGS INC - Form 4

of the '34 Act or otherwise, except as to securities representing FPLLC's pro rata interest in, and interest in the profits of, the Farallon Funds

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.