

Planet Fitness, Inc.  
Form 3  
August 06, 2015

**FORM 3**

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*

Â Esserman Charles

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

08/06/2015

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

4. Relationship of Reporting  
Person(s) to Issuer

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

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)

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

(Street)

SAN  
FRANCISCO,Â CAÂ 94111

(City)

(State)

(Zip)

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
☒ Form filed by One Reporting  
Person  
☐ Form filed by More than One  
Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

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

Class A common stock

26,106,930

I

See footnotes (1) (3) (4)

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

SEC 1473 (7-02)

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information contained in this form are not  
required to respond unless the form displays a  
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**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

4. Conversion  
or Exercise

5. Ownership  
Form of

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

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	Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
			Title				
Holding Units and Class B common stock	Â (2)	Â (2)	Class A common stock	54,408,466	\$ (2)	I	See footnotes (1) (3) (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Esserman Charles C/O TSG CONSUMER PARTNERS, LLC 600 MONTGOMERY STREET, SUITE 2900 SAN FRANCISCO, CA 94111	Â X	Â X	Â	Â

## Signatures

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

08/06/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) TSG6 AIV II-A L.P. ("AIV II-A") holds 12,370,453 shares of Class A common stock of Planet Fitness, Inc. (the "Company"). TSG6 PF Co-Investors A L.P. ("Co-Investors A") holds 13,736,477 shares of Class A common stock of the Company. TSG PF Investment LLC ("Investment") holds 46,902,694 Common Units of Pla-Fit Holdings, LLC ("Holding Units") and 46,902,694 shares of Class B common stock of the Company. TSG PF Investment II LLC ("Investment II") holds 7,505,772 Holding Units and 7,505,772 shares of Class B common stock of the Company. The Holding Units and shares of Class B common stock of the Company reported herein were issued pursuant to a reclassification of Pla-Fit Holdings, LLC on August 5, 2015.

(2) Pursuant to the terms of the Exchange Agreement dated as of August 5, 2015 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, Investment and Investment II may each exchange all or a portion of its Holding Units (along with an equal number of its Class B Shares) for shares of Class A common stock of the Company on a one-to-one basis. The Holding Units do not expire and the 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.

(3) 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. Charles Esserman is a Managing Member of TSG6 Management L.L.C. As a result, Mr. Esserman may be deemed to share voting and dispositive power with respect to the securities reported herein.

(4) Mr. Esserman disclaims beneficial ownership of the securities reported herein except to the extent of any pecuniary interest therein.

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### Remarks:

R.Â WallaceÂ WertschÂ isÂ signingÂ onÂ behalfÂ ofÂ CharlesÂ EssermanÂ pursuantÂ toÂ aÂ PowerÂ ofÂ AttorneyÂ da

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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