Rondeau Christopher
Form 4
July 26, 2018
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).

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 * <br> Rondeau Christopher | 2. Issuer Name and Ticker or Trading <br> Symbol <br> (Last) <br>  <br> Planet Fitness, Inc. [PLNT] |
| :--- | :--- |
| C/O PLANET FITNESS, INC., 4 | (Middle) |
| LIBERTY LANE WEST | 3. Date of Earliest Transaction <br> (Month/Day/Year) <br> 07/25/2018 |
| $\quad$ (Street) | 4. If Amendment, Date Original |
|  | Filed(Month/Day/Year) |

HAMPTON, NH 03842
5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__ Director _ 10\% Owner
-_Officer (give title $\begin{aligned} & \text { below) } \\ & \text { Other (specify }\end{aligned}$ 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

stock

| Class A common stock | 07/25/2018 | $\mathrm{C}{ }^{(1)}$ | $\begin{aligned} & 11,700 \\ & \underline{(1)} \end{aligned}$ | A | \$ 0 | 11,700 | I | $\begin{aligned} & \text { By Trust } \\ & \text { (5) } \end{aligned}$ |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Class A common stock | 07/25/2018 | S ${ }_{-1}$ | $\begin{aligned} & 11,700 \\ & \underline{(1)} \end{aligned}$ | D | $\begin{aligned} & \$ \\ & 50.1016 \\ & \text { (3) } \end{aligned}$ | 0 | I | $\begin{aligned} & \text { By Trust } \\ & \text { (5) } \end{aligned}$ |
| Class A common stock | 07/25/2018 | C (1) | $30 \stackrel{(1)}{ }$ | A | \$ 0 | 30 | I | $\begin{aligned} & \text { By Trust } \\ & \text { (6) } \end{aligned}$ |
| Class A common stock | 07/25/2018 | S ${ }^{(1)}$ | $30 \stackrel{(1)}{ }$ | D | $\begin{aligned} & \$ 50.56 \\ & \underline{(7)} \end{aligned}$ | 0 | I | $\begin{aligned} & \text { By Trust } \\ & \text { (6) } \end{aligned}$ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. <br> Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed <br> Execution Date, if any <br> (Month/Day/Year) | 4. <br> Transactio Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exer Expiration D (Month/Day | cisable and ate Year) | 7. Title and of Underlyin Securities (Instr. 3 and | Amount <br> g <br> 4) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  | Code V | (A) (D) | Date <br> Exercisable | Expiration Date | Title | Amount <br> or <br> Number <br> of Shares |
| Holding Units and Class B common stock | (1) (8) | 07/25/2018 |  | C | $\begin{gathered} 27,370 \\ \underline{(1)} \end{gathered}$ | (8) | (8) | Class A common stock | $\begin{gathered} 27,370 \\ \underline{(1)} \end{gathered}$ |
| Holding Units and Class B common stock | (1) (8) | 07/25/2018 |  | C | $\begin{gathered} 11,730 \\ \underset{\text { (1) }}{11} \end{gathered}$ | (8) | (8) | Class A common stock | $\begin{gathered} 11,730 \\ \underline{(1)} \end{gathered}$ |

## Reporting Owners

## Reporting Owner Name / Address

## Relationships

Director $10 \%$ Owner Officer Other
Rondeau Christopher
C/O PLANET FITNESS, INC.
4 LIBERTY LANE WEST
HAMPTON, NH 03842

## Signatures

/s/ Justin Vartanian, Attorney-in-Fact
${ }_{-}^{* *}$ Signature of Reporting Person
07/26/2018

Chief Executive Officer

## 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. $78 \mathrm{ff}(\mathrm{a})$.
(1) This transaction was effected pursuant to a Rule 10b5-1 trading plan.
(2) Following the transactions described herein, The Christopher J. Rondeau Revocable Trust of 2006, u/d/t 05/15/06 holds 5,008,778 Holdings Units and corresponding shares of Class B common stock.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $\$ 49.51$ to $\$ 50.50$, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

Following the transactions described herein, The Christopher J. Rondeau Revocable Trust of 2006, u/d/t 05/15/06 holds 5,008,708 Holdings Units and corresponding shares of Class B common stock.

Following the transactions described herein, The Christopher J. Rondeau Irrevocable GST Trust of 2012, u/d/t 11/08/12 holds 1,426,233
(5) Holdings Units and corresponding shares of Class B common stock. Mr. Rondeau disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Following the transactions described herein, The Christopher J. Rondeau Irrevocable GST Trust of 2012, u/d/t 11/08/12 holds 1,426,203
(6) Holdings Units and corresponding shares of Class B common stock. Mr. Rondeau disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $\$ 50.26$ to $\$ 50.46$, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

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 previou
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.

