

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 Moore Richard L

(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
__X__ Officer ____ Other
(give title below) (specify below)
See Remarks

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

C/O PLANET FITNESS,
INC.,Â 26 FOX RUN ROAD

(Street)

NEWINGTON,Â NHÂ 03801

(City)

(State)

(Zip)

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)

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
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. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)

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

Date
Exercisable

Expiration
Date

Title

Amount or
Number of
Shares

(Instr. 5)

Holding Units and Class B common stock	Â (1)(2)(3)	Â (2)(3)	Class A common stock	993,711 (1) (2)	\$ (3)	D	Â
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moore Richard L C/O PLANET FITNESS, INC. 26 FOX RUN ROAD NEWINGTON, NH 03801	Â	Â	Â See Remarks	Â

Signatures

/s/ Justin Vartanian,
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) The Common Units of Pla-Fit Holdings, LLC ("Holding Units") and shares of Class B common stock of Planet Fitness, Inc. (the "Company") reported herein were issued pursuant to a reclassification of Pla-Fit Holdings, LLC on August 5, 2015. Mr. Moore holds an aggregate of 993,711 Holding Units and 993,711 shares of Class B common stock of the Company.
- (2) Represents an equity award granted to Mr. Moore on April 30, 2013 under the Pla-Fit Holdings, LLC 2013 Equity Incentive Plan that was converted into Holding Units in connection with the reclassification of Pla-Fit Holdings, LLC described above. Eighty percent of the award vests annually in equal installments over five years from a specified vesting date, and twenty percent vests in connection with the Company's initial public offering, subject generally to remaining in service on the applicable vesting date.
- (3) 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, Mr. Moore may exchange all or a portion of his vested Holding Units along with an equal number of his shares of Class B common stock for shares of Class A common stock of the Company on a one-to-one basis (one vested Holding Unit and one share of Class B common stock together exchangeable for one share of Class A common stock). The Holding Units will expire on April 30, 2023 and the holders thereof are not required to pay an exercise price in connection with any such exchange. 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.

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Remarks:

ChiefÂ AdministrativeÂ OfficerÂ andÂ GeneralÂ Counsel

JustinÂ VartanianÂ isÂ signingÂ onÂ behalfÂ ofÂ RichardÂ L.Â MooreÂ pursuantÂ toÂ aÂ PowerÂ ofÂ AttorneyÂ dated/

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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