

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 LIVELY DORVIN D

(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)  
CFO

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<br>common stock | Â (1)(2)(3) | Â (2)(3) | Class A<br>common<br>stock | 1,407,950<br>(1) (2) | \$ (3) | D | Â |
|---|-------------|----------|----------------------------|----------------------|--------|---|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| LIVELY DORVIN D<br>C/O PLANET FITNESS, INC.<br>26 FOX RUN ROAD<br>NEWINGTON, NH 03801 | Â             | Â         | Â CFO   | 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. Lively holds an aggregate of 1,407,950 Holding Units and 1,407,950 shares of Class B common stock of the Company.
- (2) Represents an equity award granted to Mr. Lively 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. Lively 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:

Justin Vartanian is signing on behalf of Dorvin Lively pursuant to a Power of Attorney dated July

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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