

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 Rondeau Christopher

(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)

CEO

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ 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)	Â (2)	Class A common stock	6,652,142	\$ (2)	I	By Trust (3)
Holding Units and Class B common stock	Â (1)(2)	Â (2)	Class A common stock	1,936,147	\$ (2)	I	By Trust (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rondeau Christopher C/O PLANET FITNESS, INC. 26 FOX RUN ROAD NEWINGTON, NH 03801	Â X	Â	Â CEO	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.
- 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, 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. 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.
- (2) Represents 6,652,147 Holding Units and 6,652,147 shares of Class B common stock held by The Christopher J. Rondeau Revocable Trust of 2006, u/d/t 05/15/06. Mr. Rondeau disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (3) Represents 1,936,163 Holding Units and 1,936,163 shares of Class B common stock held by The Christopher J. Rondeau Irrevocable GST Trust of 2012, u/d/t 11/08/12. Mr. Rondeau disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (4)

Â

Remarks:

Justin Vartanian is signing on behalf of Chris Rondeau pursuant to a Power of Attorney dated July 1, 2015.

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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