

Planet Fitness, Inc.
Form 4
June 30, 2016

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Moore Richard L

(Last) (First) (Middle)

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

(Street)

NEWINGTON, NH 03801

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)

06/28/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Class A common stock | 06/28/2016 | | C(1) | | 150,000(1) | A | \$ 0 |
| Class A common stock | 06/28/2016 | | S(1) | | 150,000(1) | D | \$ 15.7575 |

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

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(9-02)

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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. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Holding Units and Class B common stock | (1) (2) | 06/28/2016 | | C | 150,000 (1) | (2) (2) | Class A common stock | 150,000 (1) |

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 | | | See Remarks | |

Signatures

/s/ Justin Vartanian,
Attorney-in-Fact

06/30/2016

__Signature of Reporting Person Date

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. 78ff(a).

(1) On June 28, 2016, Mr. Moore exchanged 150,000 Common Units of Pla-Fit Holdings, LLC ("Holding Units") and 150,000 shares of Class B common stock of the Company for 150,000 shares of Class A common stock of the Company, and substantially simultaneously sold all 150,000 shares of Class A common stock of the Company to the underwriters in the Company's secondary offering. Following such sale, Mr. Moore holds 843,711 Holding Units of Pla-Fit Holdings, LLC and 843,711 shares of Class B common stock of the Company.

(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, 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.

Remarks:

Mr. Moore is Chief Administrative Officer and General Counsel of the Company. Justin Vartanian is signing on behalf of Richard Moore.

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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