

Planet Fitness, Inc.  
Form 8-K  
March 13, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of The Securities Exchange Act of 1934**

**March 8, 2017**

**Date of Report (Date of earliest event reported)**

**Planet Fitness, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-37534**  
**(Commission**  
  
**File Number)**

**38-3942097**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**26 Fox Run Road**

**Newington, NH 03801**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (603) 750-0001**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

**Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)**

**Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)**

**Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))**

**Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))**

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

On March 14, 2017, following completion of the sale of the Shares (as defined below) pursuant to the Underwriting Agreement (as described below), the shares of Class A and Class B common stock of Planet Fitness, Inc. (the Company) owned by investment funds affiliated with TSG Consumer Partners, LLC (TSG) will be reduced below 25% of the shares of the Company's Class A and Class B common stock held by TSG prior to the completion of the Company's initial public offering. As a result, in accordance with the terms of the Stockholders Agreement to which TSG is a party, upon the completion of the sale of the Shares Michael Layman will tender his resignation as a director of the Company, which resignation will be accepted by the Company effective as of the conclusion of the 2017 annual meeting of stockholders.

**Item 8.01 Other Events**

On March 8, 2017, the Company entered into an Underwriting Agreement (the Underwriting Agreement) with J.P. Morgan Securities LLC (the Underwriter) and the selling stockholders listed on Schedule I thereto (the Selling Stockholders), relating to the underwritten offering of 15,000,000 shares (the Shares) of the Company's Class A common stock, par value \$0.0001 per share, including 10,209,242 shares of Class A common stock to be issued upon exchange of an equivalent number of common units of its subsidiary, Pla-Fit Holdings, LLC, together with an equal number of shares of its Class B common stock (the Offering). All of the Shares are being sold by the Selling Stockholders. The Underwriter has agreed to purchase the Shares from the Selling Stockholders pursuant to the Underwriting Agreement at a price of \$20.44 per share.

The Offering is being made only by means of a prospectus. A shelf registration statement (including a prospectus) relating to the offering of common stock was filed with the Securities and Exchange Commission (SEC) on December 23, 2016, and became automatically effective (Registration No. 333-215317) (the Registration Statement). A prospectus supplement relating to the Offering was filed with the SEC on March 8, 2017. The closing of the Offering is expected to take place on March 14, 2017, subject to the satisfaction of customary closing conditions. A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K.

Ropes & Gray LLP, counsel to the Company, has issued an opinion to the Company, dated March 13, 2017, regarding the Shares to be sold in the Offering. A copy of the opinion is filed as Exhibit 5.1 to this Current Report on Form 8-K. Certain information relating to Part II, Item 14 Other Expenses of Issuance and Distribution of the Registration Statement is filed as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

**Exhibit**

<b>No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated March 8, 2017, by and among the Company, the Underwriter and the Selling Stockholders.
5.1	Opinion of Ropes & Gray LLP.

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- 23.1 Consent of Ropes & Gray LLP (included in Exhibit 5.1 above).
- 99.1 Information relating to Part II, Item 14 Other Expenses of Issuance and Distribution of the Registration Statement.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PLANET FITNESS, INC.**

By: /s/ Dorvin Lively  
Name: Dorvin Lively

Title: Chief Financial Officer

Dated: March 13, 2017