

MFP PARTNERS LP
 Form 4
 February 06, 2018

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 *
MFP PARTNERS LP

(Last) (First) (Middle)

**C/O MFP INVESTORS LLC, 909
 THIRD AVENUE, 33RD FLOOR**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Trinity Place Holdings Inc. [TPHS]

3. Date of Earliest Transaction
 (Month/Day/Year)
02/01/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See remarks

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 ___X___ 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 02/01/2018 | | P | | 33 | A | \$ 6.75 |
| | | | | | | | 4,317,632 |
| | | | | | | | D (1) (2) |
| Common Stock, par value \$0.01 per share | 02/02/2018 | | P | | 1,678 | A | \$ 6.74 |
| | | | | | | | 4,319,310 |
| | | | | | | | D (1) (2) |
| Common Stock, par value \$0.01 per share | 02/05/2018 | | P | | 11,575 | A | \$ 6.67 |
| | | | | | | | 4,330,885 |
| | | | | | | | D (1) (2) |

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Common
 Stock, par value \$0.01 per share 02/06/2018 P 6,699 A \$ 6.45 4,337,584 D (1) (2)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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. Price of Derivative Security (Instr. 5) | 9. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| MFP PARTNERS LP C/O MFP INVESTORS LLC 909 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022 | | X | | See remarks |
| MFP INVESTORS LLC 909 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022 | | X | | See remarks |
| PRICE MICHAEL F C/O MFP INVESTORS LLC 909 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022 | | X | | See remarks |

Signatures

| | |
|---|------------|
| MFP PARTNERS, L.P., By: MFP INVESTORS LLC, By: /s/ Michael F. Price, Name: Michael F. Price, Title: Managing Member | 02/06/2018 |
| __Signature of Reporting Person | Date |
| MFP INVESTORS LLC, By: /s/ Michael F. Price, Name: Michael F. Price, Title: Managing Member | 02/06/2018 |
| __Signature of Reporting Person | Date |
| /s/ Michael F. Price | 02/06/2018 |
| __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) This report is filed jointly by MFP Partners, L.P. ("MFP Partners"), MFP Investors LLC ("MFP Investors") and Michael F. Price (each, a "Reporting Person" and, collectively, the "Reporting Persons") in connection with their respective direct and indirect relationships with Trinity Place Holdings Inc. (the "Company"). MFP Investors is the general partner of MFP Partners. Mr. Price is the managing partner of MFP Partners and the managing member and controlling person of MFP Investors.
- (2) MFP Partners is the direct beneficial owner of the shares of common stock of the Company reported herein (the "Common Shares"). Each Reporting Person other than MFP Partners may be deemed to be the indirect beneficial owner of such Common Shares; however, each such Reporting Person disclaims beneficial ownership of such Common Shares except to the extent of such Reporting Person's pecuniary interest therein, and this report shall not be deemed an admission that any of these Reporting Persons is the beneficial owner of the Common Shares described herein for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.

Remarks:

Mr. Alexander C. Matina (Vice President, Investments at MFP Investors), serves as a member of the board of directors of the

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