

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 * Å Grondahl Marc (Last) (First) (Middle) C/O PLANET FITNESS, INC., Å 26 FOX RUN ROAD (Street) NEWINGTON, Å NH Å 03801 (City) (State) (Zip)	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 (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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) Date Exercisable Expiration Date	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title Amount or Number of Shares	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)
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(Instr. 5)

Holding Units and Class B common stock	Â (1)(2)	Â (2)	Class A common stock	5,367,695	\$ (2)	I	By Trust (3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grondahl Marc C/O PLANET FITNESS, INC. 26 FOX RUN ROAD NEWINGTON, NH 03801	Â X	Â	Â	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.
- (3) Represents 5,367,695 Holding Units and 5,367,695 shares of Class B common stock held by The Marc Grondahl Revocable Trust of 2006, u/d/t 06/01/06. Mr. Grondahl disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

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Remarks:

Justin Vartanian is signing on behalf of Marc Grondahl pursuant to a Power of Attorney dated July 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.