

Messinger, Matthew
Form 4
May 01, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Messinger, Matthew

(Last) (First) (Middle)

C/O TRINITY PLACE HOLDINGS
INC., 340 MADISON AVENUE,
SUITE 3C

(Street)

NEW YORK, NY 10173

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/29/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/29/2019		M		41,666	A	11	1,072,837	D	
Common Stock	04/29/2019		F		20,403	D	\$ 3.99	1,052,434	D	
Common Stock	04/29/2019		M		41,667	A	11	1,094,101	D	
Common Stock	04/29/2019		F		20,404	D	\$ 3.99	1,073,697	D	
Common Stock	04/29/2019		M		20,697	A	11	1,094,394	D	

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Common Stock 04/29/2019 F 10,134 D \$ 3.99 1,084,260 D

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

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(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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	04/29/2019		M		41,666		(2)	(2)	Common Stock	41,666
Restricted Stock Units	(1)	04/29/2019		M		41,667		(3)	(3)	Common Stock	41,667
Restricted Stock Units	(1)	04/29/2019		M		20,697		(4)	(4)	Common Stock	20,697

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Messinger, Matthew C/O TRINITY PLACE HOLDINGS INC. 340 MADISON AVENUE, SUITE 3C NEW YORK, NY 10173	X President and CEO

Signatures

/s/ Richard Pyontek, as Attorney-in Fact for Matthew Messinger

05/01/2019

__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) Each restricted stock unit ("RSU") converts into one share of common stock of Trinity Place Holdings Inc.
- (2) On March 7, 2014, the reporting person was granted 363,095 RSUs, subject to vesting and settlement as described in the reporting person's Form 4 filed on March 11, 2014. The settlement of 41,666 RSUs occurred on April 29, 2019.
- (3) On April 27, 2015, the reporting person was granted 363,095 RSUs, subject to vesting and settlement as described in the reporting person's Form 4 filed on April 29, 2015. The settlement of 41,667 RSUs occurred on April 29, 2019.
- (4) On January 28, 2016, the reporting person was granted 541,074 RSUs, subject to vesting and settlement as described in the reporting person's Form 4 filed on February 1, 2016. The settlement of 20,697 RSUs occurred on April 29, 2019.

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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