#### Edgar Filing: TOWN SPORTS INTERNATIONAL HOLDINGS INC - Form 4

#### TOWN SPORTS INTERNATIONAL HOLDINGS INC

Form 4 July 10, 2014

## FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

response...

5. Relationship of Reporting Person(s) to

Issuer

burden hours per

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

par value (1)(2)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

HG Vora Capital Management, LLC

Tro vota Captar Management, 220			TOWN SPORTS INTERNATIONAL HOLDINGS INC [CLUB]					(Check all applicable) Director 10% Owner				
(Last)	(First)	(Middle)		of Earliest /Day/Year)	Transaction	n		Officer (gives below)	Other (specify			
330 MADISON AVE, 23RD FLOOR			07/08/2014									
(Street)					Date Origin	nal		6. Individual or Joint/Group Filing(Check				
NEW YO	Filed(Month/Day/Year)					Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivativ	e Seci	urities Acq	uired, Disposed	of, or Benefic	cially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock \$0.001 par value (1) (2)	07/08/2014			P	51,000	A	\$ 6.4971 (3)	3,351,000	I (4)	By: HG Vora Special Opportunities Master Fund, Ltd.		
Common Stock \$0.001	07/10/2014			P	19,000	A	\$ 6.5601	3,370,000	I (4)	By: HG Vora Special Opportunities		

(5)

Master Fund,

Ltd.

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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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title o	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	
Derivativ	ve Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumbe		Expiration Date		Amount of		Derivative	
Security	or Exercise		any	Code	of	(Month/Day/Year)		Underlying		Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ			Securities (Instr. 3 and 4)		(Instr. 5)	
	Derivative				Securities						
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date Exercisable			or		
									Number		
									of		
				Code V	(A) (D)			Shares			

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HG Vora Capital Management, LLC 330 MADISON AVE 23RD FLOOR NEW YORK, NY 10017

HG Vora Special Opportunities Master Fund, Ltd. 330 MADISON AVE

23RD FLOOR

NEW YORK, NY 10017

Vora Parag 330 MADISON AVE 23RD FLOOR NEW YORK, NY 10017

## **Signatures**

By: HG Vora Capital Managment. LLC, By: Parag Vora. Managing
Member

07/10/2014

\*\*Signature of Reporting Person Date

By: HG Vora Special Opportunities Master Fund, Ltd, By: Parag Vora, 07/10/2014

Director

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\*\*Signature of Reporting Person Date 07/10/2014 \*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

/s/ Parag Vora

- 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).
- This Form 3 is filed jointly by HG Vora Capital Management, LLC ("HG Vora Capital"), HG Vora Special Opportunities Master Fund, **(1)** Ltd. ("HG Vora Special Opportunities"), and Parag Vora (collectively, the "Reporting Persons").
- Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that may be deemed to collectively beneficially (2) own more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.45 to \$6.50, inclusive. The Reporting Persons undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
  - Securities owned directly by HG Vora Special Opportunities. HG Vora Capital is a registered investment adviser under the Investment Advisers Act of 1940, as amended, and acts as an investment adviser to certain investment entities, HG Vora Capital, as investment
- (4) manager of HG Vora Special Opportunities, may be deemed to beneficially own the securities owned directly by HG Vora Special Opportunities. Parag Vora, as the managing member of HG Vora Capital, may be deemed to beneficially own the securities owned directly by HG Vora Special Opportunities.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.50 to \$6.63, inclusive. The Reporting Persons undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

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.

Signatures 3