

Edgar Filing: TOWN SPORTS INTERNATIONAL HOLDINGS INC - Form 8-K

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 (*see* General Instruction A.2. below):

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 13, 2018, the Board of Directors of Town Sports International Holdings, Inc. (the “Company” or “TSI Holdings”) approved the Town Sports International Holdings, Inc. 2018 Management Stock Purchase Plan, as Amended and Restated on March 13, 2018 (the “Amended MSPP”), which amends and restates the Town Sports International Holdings, Inc. 2018 Management Stock Purchase Plan (the “MSPP”). The changes to the MSPP approved by the Board of Directors of the Company include, but are not limited to, a revision to the definition of “Market Value” to clarify the calculation, a revision to the determination of “Purchase Price” as it relates to the purchase of shares pursuant to the MSPP, and a revision to the limitation on a MSPP participant’s purchase of shares of TSI Holdings common stock to change the limitation period from a 12-month period to a calendar year period.

The foregoing description of the Amended MSPP is qualified in its entirety by reference to the full text of the Amended MSPP, a copy of which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

Item 9.01

Financial Statements and Exhibits.

(d)

Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| 10.1 | Town Sports International Holdings, Inc. 2018 Management Stock Purchase Plan, as Amended and Restated on March 13, 2018. |

SIGNATURES

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.

**TOWN SPORTS
INTERNATIONAL
HOLDINGS, INC.**

Dated: March 19, 2018 By: /s/ Carolyn Spatafora
Name: Carolyn Spatafora
Title: Chief Financial Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
| <u>10.1</u> | <u>Town Sports International Holdings, Inc. 2018 Management Stock Purchase Plan, as Amended and Restated on March 13, 2018.</u> |