

Rondeau Christopher
Form 4
January 26, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rondeau Christopher

(Last) (First) (Middle)

C/O PLANET FITNESS, INC., 4
LIBERTY LANE WEST

(Street)

HAMPTON, NH 03842

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Planet Fitness, Inc. [PLNT]

3. Date of Earliest Transaction
(Month/Day/Year)
01/24/2018

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)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or (D) Price | | |
| Class A common stock | 01/24/2018 | | C ⁽¹⁾ | | 18,000 ⁽¹⁾ \$ 0 | I | By Trust ⁽²⁾ |
| Class A common stock | 01/24/2018 | | S ⁽¹⁾ | | 18,000 ⁽¹⁾ \$ 34.33 ⁽³⁾ 0 | I | By Trust ⁽²⁾ |
| Class A common stock | 01/24/2018 | | C ⁽¹⁾ | | 42,000 ⁽¹⁾ \$ 0 | I | By Trust ⁽⁴⁾ |
| Class A common | 01/24/2018 | | S ⁽¹⁾ | | 42,000 ⁽¹⁾ \$ 34.33 | I | By Trust ⁽⁴⁾ |

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| | | | | | | | | | |
|----------------------|------------|--|------------------|-----------------------|---|-------------------------|--------|---|-------------------------|
| stock | | | | | | | | | (3) |
| Class A common stock | 01/25/2018 | | C ⁽¹⁾ | 18,000 ⁽¹⁾ | A | \$ 0 | 18,000 | I | By Trust ⁽⁵⁾ |
| Class A common stock | 01/25/2018 | | S ⁽¹⁾ | 18,000 ⁽¹⁾ | D | \$ 34.61 ⁽⁶⁾ | 0 | I | By Trust ⁽⁵⁾ |
| Class A common stock | 01/25/2018 | | C ⁽¹⁾ | 42,000 ⁽¹⁾ | A | \$ 0 | 42,000 | I | By Trust ⁽⁷⁾ |
| Class A common stock | 01/25/2018 | | S ⁽¹⁾ | 42,000 ⁽¹⁾ | D | \$ 34.61 ⁽⁶⁾ | 0 | I | By Trust ⁽⁷⁾ |

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. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Holding Units and Class B common stock | (1) (8) | 01/24/2018 | | C | 18,000 ⁽¹⁾ | (8) (8) | Class A common stock | 18,000 ⁽¹⁾ | \$ |
| Holding Units and Class B common stock | (1) (8) | 01/24/2018 | | C | 42,000 ⁽¹⁾ | (8) (8) | Class A common stock | 42,000 ⁽¹⁾ | \$ |
| | (1) (8) | 01/25/2018 | | C | | (8) (8) | | | \$ |

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Following the transactions described herein, The Christopher J. Rondeau Revocable Trust of 2006, u/d/t 05/15/06 holds 5,476,147 Holding Units and corresponding shares of Class B common stock.

- (8) Pursuant to the terms of the Exchange Agreement dated as of August 5, 2015, as amended, 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 (one Holding Unit and one share of Class B common stock together exchangeable for one share of Class A common stock). The holders thereof are not required to pay an exercise price in connection with any such exchange. The Holding Units do not expire. 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.

Remarks:

Justin Vartanian is signing on behalf of Mr. Rondeau pursuant to a Power of Attorney dated July 29, 2015, which was previous

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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