#### MILLHAM STEPHEN L

Form 4

January 03, 2013

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

**OMB APPROVAL** 

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

5. Relationship of Reporting Person(s) to

Issuer

STEYER THOMAS F

Symbol TOWN SPORTS

INTERNATIONAL HOLDINGS

2. Issuer Name and Ticker or Trading

(Check all applicable)

INC [CLUB]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 12/31/2012

Director \_X\_\_ 10% Owner Officer (give title \_\_X\_ Other (specify below)

below) Member of Group Owning 10%

C/O FARALLON CAPITAL MANAGEMENT, L.L.C., ONE MARITIME PLAZA, SUITE 2100

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person \_X\_ Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SAN FRANCISCO, CA 94111

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

any

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Code V Amount

5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Securities Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

I

Reported (A) Transaction(s) or (D) Price

(Instr. 3 and 4)

Common

(Instr. 3)

Stock, par value \$0.001 per

0

See **Footnotes** (1)(2)(3)

share

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

SEC 1474 (9-02)

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## displays a currently valid OMB control number.

Relationships

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 of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	Derivative		Securi	ties	(Instr. 5)
	Derivative				Securities		(Instr. 3 and 4)			
	Security		Acquired							
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
		4, and 5)								
									Amount	
						Date Exercisable	Expiration Date		or	
									Number	
				C 1 1	(A) (D)				of	
				Code V	(A) (D)				Shares	

## **Reporting Owners**

Reporting Owner Name / Address		Kciationships					
	Director	10% Owner	Officer	Other			
STEYER THOMAS F C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111		X		Member of Group Owning 10%			
MILLHAM STEPHEN L C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111		X		Member of Group Owning 10%			
Signatures							
/s/ Monica R. Landry, as attorney-in-fact for Thomas F. Steyer		01/03	3/2013				
**Signature of Reporting Person		D	ate				
/s/ Monica R. Landry, as attorney-in-fact for Stephen L Millham		01/03	3/2013				
**Signature of Reporting Person		D	ate				

## **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)** 

Reporting Owners 2

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Each of Thomas F. Steyer and Stephen L. Millham previously filed Form 3s and Form 4s with respect to securities of the Issuer owned directly by Farallon Capital Partners, L.P., Farallon Capital Institutional Partners II, L.P., Farallon Capital Institutional Partners III, L.P., Farallon Capital Institutional Partners III, L.P., Tinicum Partners, L.P., RR Capital Partners, L.P., and Farallon Capital Offshore Investors II, L.P. (collectively, the "Farallon Funds").

- As a co-senior managing member and a managing member, respectively, of Farallon Partners, L.L.C. ("FPLLC"), the general partner of each of the Farallon Funds, each of Messrs. Steyer and Millham may have been deemed a beneficial owner of the Issuer's securities
- (2) deemed beneficially owned by FPLLC. Effective as of December 31, 2012, in connection with their respective resignations as a co-senior managing member and a managing member of FPLLC, each of Messrs. Steyer and Millham may no long be deemed a beneficial owner of any of the Issuer's securities deemed beneficially owned by FPLLC.
  - Each of Messrs. Steyer and Millham and the other individuals identified in the prior Form 3s and Form 4s filed by the foregoing disclaims any beneficial ownership of any of the Issuer's securities reported or referred to herein or therein for purposes of Section 16 of the
- (3) Securities Exchange Act of 1934, as amended (the "'34 Act"), or otherwise, except to the extent of his or her pecuniary interest, if any. FPLLC disclaims any beneficial ownership of any of the Issuer's securities reported or referred to herein or in such prior Form 3s and Form 4s for purposes of Section 16 of the '34 Act or otherwise, except as to securities representing FPLLC's pro rata interest in, and interest in the profits of, the Farallon Funds.

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.