

Planet Fitness, Inc.
Form 8-K
September 26, 2016

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

September 22, 2016

Date of Report (Date of earliest event reported)

Planet Fitness, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-37534
(Commission

File Number)

38-3942097
(I.R.S. Employer

Identification No.)

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26 Fox Run Road

Newington, NH 03801

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (603) 750-0001

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:

- .. **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))**

Item 8.01 Other Events

On September 22, 2016, Planet Fitness, Inc. (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) with J.P. Morgan Securities LLC (the Underwriter) and the selling stockholders listed on Schedule I thereto (the Selling Stockholders), relating to the underwritten offering of 8,000,000 shares (the Shares) of the Company's Class A common stock, par value \$0.01 per share, including 5,406,019 shares of Class A common stock to be issued upon exchange of an equivalent number of common units of its subsidiary, Pla-Fit Holdings, LLC, together with an equal number of shares of its Class B common stock (the Offering). All of the Shares are being sold by the Selling Stockholders. The Underwriter has agreed to purchase the Shares from the Selling Stockholders pursuant to the Underwriting Agreement at a price of \$19.62 per share.

The Offering is being made only by means of a prospectus. A shelf registration statement (including a prospectus) relating to the offering of common stock was filed with the Securities and Exchange Commission (SEC) on September 1, 2016, and became effective on September 9, 2016 (Registration No. 333-213417) (the Registration Statement). A prospectus supplement relating to the Offering was filed with the SEC on September 26, 2016. The closing of the Offering is expected to take place on September 28, 2016, subject to the satisfaction of customary closing conditions. A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K.

Ropes & Gray LLP, counsel to the Company, has issued an opinion to the Company, dated September 26, 2016, regarding the Shares to be sold in the Offering. A copy of the opinion is filed as Exhibit 5.1 to this Current Report on Form 8-K. Certain information relating to Part II, Item 14 Other Expenses of Issuance and Distribution of the Registration Statement is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits**(d) Exhibits****Exhibit**

| No. | Description |
|------------|---|
| 1.1 | Underwriting Agreement, dated September 22, 2016, by and among the Company, the Underwriter and the Selling Stockholders. |
| 5.1 | Opinion of Ropes & Gray LLP |
| 23.1 | Consent of Ropes & Gray LLP (included in Exhibit 5.1 above) |
| 99.1 | Information relating to Part II, Item 14 Other Expenses of Issuance and Distribution of the Registration Statement. |

SIGNATURE

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.

PLANET FITNESS, INC.

By: /s/ Dorvin Lively

Name: Dorvin Lively

Title: Chief Financial Officer

Dated: September 26, 2016