

McGuire Richard
Form 4
May 31, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
MARCATO CAPITAL
MANAGEMENT LP

(Last) (First) (Middle)

FOUR EMBARCADERO
CENTER, SUITE 2100

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Trinity Place Holdings Inc. [TPHS]

3. Date of Earliest Transaction
(Month/Day/Year)
05/29/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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

| 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, \$0.01 par value per share | 05/29/2018 | | S | 8,910 D \$ 7.3 (1) | 3,737,413 | I | See Footnote (2) |
| Common Stock, \$0.01 par value per share | 05/30/2018 | | S | 8,380 D \$ 7.19 (3) | 3,729,033 | I | See Footnote (2) |
| Common Stock, | 05/31/2018 | | S | 1,690 D \$ 7 (4) | 3,727,343 | I | See Footnote |

\$0.01 par
value per
share

(2)

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)

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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MARCATO CAPITAL MANAGEMENT LP FOUR EMBARCADERO CENTER SUITE 2100 SAN FRANCISCO, CA 94111 | | | X | |
| Marcato Holdings LLC FOUR EMBARCADERO CENTER SUITE 2100 SAN FRANCISCO, CA 94111 | | | X | |
| McGuire Richard C/O MARCATO CAPITAL MANAGEMENT LP FOUR EMBARCADERO, SUITE 2100 SAN FRANCISCO, CA 94111 | | | X | |
| Marcato International Master Fund, Ltd. INTERTRUST CORP SVCS (CAYMAN) LTD 190 ELGIN AVENUE | | | X | |

GEORGE TOWN, GRAND CAYMAN, E9 KY1-9007

Signatures

| | |
|---|------------|
| Marcato Capital Management LP; By: Marcato Holdings LLC, its general partner, By: /s/ Richard McGuire III, its Managing Member | 05/31/2018 |
| __Signature of Reporting Person | Date |
| Marcato Holdings LLC; By: /s/ Richard McGuire III, Managing Member | 05/31/2018 |
| __Signature of Reporting Person | Date |
| Richard McGuire III; /s/ Richard McGuire III | 05/31/2018 |
| __Signature of Reporting Person | Date |
| Marcato International Master Fund, Ltd.(+), By: /s/ Richard McGuire III, Director | 05/31/2018 |
| __Signature of Reporting Person | Date |

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) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$7.30 to \$7.31 per share, inclusive. The Reporting Persons undertake to provide to the staff of the Securities and Exchange Commission, the Issuer, or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price.

The securities are held in the account of Marcato International Master Fund, Ltd. (the "Fund") and may be deemed to be beneficially owned by (i) Marcato Capital Management LP, the investment manager of the Fund, (ii) Marcato Holdings LLC, by virtue of its role as the general partner of Marcato Capital Management LP, and (iii) Richard McGuire III, the managing partner of Marcato Capital Management LP and the managing member of its general partner, Marcato Holdings LLC. Each of Marcato Capital Management LP, Marcato Holdings LLC and Richard McGuire III disclaims beneficial ownership of these reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that any such person is the beneficial owner of these securities for purposes of Section 16 of the U.S. Securities Exchange Act of 1934, as amended, or for any other purpose.
 - (3) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$7.14 to \$7.20 per share, inclusive. The Reporting Persons undertake to provide to the staff of the Securities and Exchange Commission, the Issuer, or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price.
 - (4) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$7.00 to \$7.02 per share, inclusive. The Reporting Persons undertake to provide to the staff of the Securities and Exchange Commission, the Issuer, or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price.

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.