Edgar Filing: Messinger, Matthew - Form 4

Messinger,	Matthew									
Form 4										
January 03,	, 2018									
FOR	M 4		GEGU			GUANGE			PPROVAL	
	•••• UNITED	STATES					COMMISSION		3235-0287	
Check	this box		VV E	ashington	, D.C. 20	1549		Number:	January 31,	
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Form 4				Sheer				burden hou response	•	
Form 5	Filed pu	rsuant to S	Section	16(a) of th	ne Securi	ties Exchar	nge Act of 1934,	100001100.	. 0.0	
obligati may co	ons Section 17						of 1935 or Sectio	on		
See Inst		30(h)	of the I	nvestment	t Compar	ny Act of 1	940			
1(b).										
	D									
(Print or Type	e Responses)									
1 Name and	Address of Reporting	Person *	2 1	NT	J.T: -1		5 Relationship o	f Reporting Per	rson(s) to	
1. Name and Address of Reporting Person <u>*</u> Messinger, Matthew			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
·			Trinity Place Holdings Inc. [TPHS]							
(Lest)	(First) ((Middle)	•		U		(Che	ck all applicabl	e)	
(Last)	(Plist) ((wildule)		of Earliest T Day/Year)	ransaction		X Director	100	% Owner	
			(Month/Day/Year) 12/29/2017				X Officer (give title Other (specify			
3C							below)	below) sident and CEC)	
			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
	(Street)			onth/Day/Yea	-	il .	Applicable Line)	oint/Group Fill	ng(Check	
			T TICU(IVIC	Jilli/Day/1Ca	u <i>)</i>		_X_ Form filed by	One Reporting P	erson	
NEW YOI	RK, NY 10173						Form filed by I Person	More than One R	eporting	
		(7 :)					Person			
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date			3.	4. Securit			6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution	Date, if	Transactio	•			Form: Direct (D) or Indirect	Indirect	
(Instr. 3)		any (Month/Da	v/Year)	Code (Instr. 8)	Disposed (Instr. 3, 4			(D) or indirect (I)	Ownership	
		(((Following	(Instr. 4)	(Instr. 4)	
						(A)	Reported			
						or	Transaction(s) (Instr. 3 and 4)			
				Code V	Amount	(D) Price	(
Reminder: Re	eport on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly o	or indirectly.			
					-		pond to the colled	ction of	SEC 1474	
							ained in this form		(9-02)	

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.

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. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired or Dispos (D) (Instr. 3, 4 and 5)	ed of					(
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	5
Restricted Stock Units	<u>(1)</u>	12/29/2017		А		30,000		(2)	(2)	Common Stock	30,000	

Reporting Owners

Reporting Owner Name / Address	Relationships						
I. g. a to be a set	Director	10% Owner	Officer	Other			
Messinger, Matthew 340 MADISON AVENUE, SUITE 3C NEW YORK, NY 10173	Х		President and CEO				
Signatures							
/s/ Richard Pyontek, as Attorney-in Fact Messinger	hew	01/03/2018					

**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) Each restricted stock unit ("RSU") converts into one share of common stock of Trinity Place Holdings Inc. (the "Issuer").

10,000 of the RSUs will vest on each of December 31, 2018, 2019 and 2020, subject to the reporting person's continued employment on the applicable vesting dates; provided that all of the RSUs will automatically vest in the event of a termination of the reporting person's employment without cause or his resignation for good reason, and in the event of a termination of the reporting person's employment due

(2) to death or disability, 10,000 of the RSUs will automatically vest upon such termination. One share of common stock will be distributed to the reporting person with respect to each vested RSU during the thirty (30) day period following December 31, 2020 or, if earlier, upon the reporting person's termination of employment for any reason (or six months after termination, to the extent required under Internal Revenue Code Section 409A).

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.

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