Rondeau Christopher Form 4 December 22, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Person

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

obligations

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Rondeau Christopher Issuer Symbol Planet Fitness, Inc. [PLNT] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _ Other (specify Officer (give title C/O PLANET FITNESS, INC., 4 12/20/2017 below) LIBERTY LANE WEST Chief Executive Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

HAMPTON, NH 03842

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3, 4	ed of	` ′	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)
Class A common stock	12/20/2017		C(1)	18,000 (1)	A	\$ 0	18,000	I	By Trust
Class A common stock	12/20/2017		S <u>(1)</u>	18,000 (1)	D	\$ 34.1843 (3)	0	I	By Trust
Class A common stock	12/20/2017		C <u>(1)</u>	42,000 (1)	A	\$ 0	42,000	I	By Trust
Class A common	12/20/2017		S(1)	42,000 (1)	D	\$ 34.1843	0	I	By Trust

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stock					(3)			
Class A common stock	12/21/2017	C <u>(1)</u>	18,000 (1)	A	\$ 0	18,000	I	By Trust (5)
Class A common stock	12/21/2017	S <u>(1)</u>	18,000 (1)	D	\$ 34.3541 <u>(6)</u>	0	I	By Trust (5)
Class A common stock	12/21/2017	C <u>(1)</u>	42,000 (1)	A	\$ 0	42,000	I	By Trust
Class A common stock	12/21/2017	S <u>(1)</u>	42,000 (1)	D	\$ 34.3541 <u>(6)</u>	0	I	By Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 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 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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. Pri Deriv Secur (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Holding Units and Class B common stock	<u>(1)</u> (8)	12/20/2017		С	18,000 (1)	<u>(8)</u>	<u>(8)</u>	Class A common stock	18,000	\$
Holding Units and Class B common stock	<u>(1)</u> (8)	12/20/2017		С	42,000 (1)	(8)	(8)	Class A common stock	42,000 (1)	\$
	<u>(1)</u> <u>(8)</u>	12/21/2017		C		(8)	<u>(8)</u>			\$

(9-02)

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Holding Units and Class B common stock				18,000 (1)			Class A common stock	18,000 (1)
Holding Units and Class B common stock	(1) (8)	12/21/2017	С	42,000 (1)	(8)	<u>(8)</u>	Class A common stock	42,000 (1)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rondeau Christopher C/O PLANET FITNESS, INC. 4 LIBERTY LANE WEST HAMPTON, NH 03842

Chief Executive Officer

Signatures

/s/ Justin Vartanian, Attorney-in-Fact

**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) This transaction was effected pursuant to a Rule 10b5-1 trading plan.
- Following the transactions described herein, The Christopher J. Rondeau Irrevocable GST Trust of 2012, u/d/t 11/08/12 holds 1,522,163

 (2) Holdings Units and corresponding shares of Class B common stock. Mr. Rondeau disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$33.85 to \$34.48, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
- (4) Following the transactions described herein, The Christopher J. Rondeau Revocable Trust of 2006, u/d/t 05/15/06 holds 5,686,147 Holdings Units and corresponding shares of Class B common stock.
- Following the transactions described herein, The Christopher J. Rondeau Irrevocable GST Trust of 2012, u/d/t 11/08/12 holds 1,504,163

 (5) Holdings Units and corresponding shares of Class B common stock. Mr. Rondeau disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$34.08 to \$34.70, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

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Reporting Owners 3

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Following the transactions described herein, The Christopher J. Rondeau Revocable Trust of 2006, u/d/t 05/15/06 holds 5,644,147 Holdings Units and corresponding shares of Class B common stock.

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:

(8)

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