

TOWN SPORTS INTERNATIONAL HOLDINGS INC
 Form 4
 December 21, 2015

FORM 4

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

OMB APPROVAL

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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 *
 HG Vora Capital Management, LLC

2. Issuer Name and Ticker or Trading Symbol
 TOWN SPORTS INTERNATIONAL HOLDINGS INC [CLUB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/17/2015

330 MADISON AVENUE, 23RD FLOOR

(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
 Form filed by More than One Reporting Person

NEW YORK, NY 10017

(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. 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 Indirect Beneficial Ownership (Instr. 4) | | | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|------------------------|-----------|---|---|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$0.001 ⁽¹⁾ | 12/17/2015 | | P | | | 36,000 | A | \$ 1.31 ⁽²⁾ | 3,911,000 | I | By HG Vora Special Opportunities Master Fund, Ltd. ⁽³⁾ |
| Common Stock, par value \$0.001 ⁽¹⁾ | 12/18/2015 | | P | | | 89,000 | A | \$ 1.3 ⁽⁴⁾ | 4,000,000 | I | By HG Vora Special Opportunities Master Fund, Ltd. ⁽³⁾ |

| | | | | | | | | |
|---|------------|---|---------|---|--------------------------|-----------|---|---|
| Common Stock, par value \$0.001 ⁽¹⁾ | 12/21/2015 | P | 125,000 | A | \$ 1.33 <u>(5)</u> | 4,125,000 | I | By HG Vora Special Opportunities Master Fund, Ltd. ⁽³⁾ |
|---|------------|---|---------|---|--------------------------|-----------|---|---|

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

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(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|---|---|--|---|---|---|
|---|--|---|---|---|---|--|---|---|---|

| 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 |
| HG Vora Capital Management, LLC 330 MADISON AVENUE, 23RD FLOOR NEW YORK, NY 10017 | | X | | |
| HG Vora Special Opportunities Master Fund, Ltd. 330 MADISON AVENUE, 23RD FLOOR NEW YORK, NY 10017 | | X | | |
| Vora Parag 330 MADISON AVENUE, 23RD FLOOR NEW YORK, NY 10017 | | X | | |

Signatures

/s/ Parag Vora, as Managing Member of HG Vora Capital Management,
LLC

12/21/2015

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| <u>Signature of Reporting Person</u> | Date |
|--|------------|
| /s/ Parag Vora, as Director of HG Vora Special Opportunities Master Fund, Ltd. | 12/21/2015 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Parag Vora, individually | 12/21/2015 |
| <u>Signature of Reporting Person</u> | 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).

This Form 4 is filed jointly by HG Vora Capital Management, LLC ("HG Vora Capital"), HG Vora Special Opportunities Master Fund, Ltd. ("HG Vora Special Opportunities"), and Parag Vora (collectively, the "Reporting Persons"). Each of the Reporting Persons may be (1) deemed to be a member of a Section 13(d) group that may be deemed to collectively beneficially own more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.

(2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$1.21 to \$1.35. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(3) Securities owned directly by HG Vora Special Opportunities. HG Vora Capital is a registered investment adviser under the Investment Advisers Act of 1940, as amended, and acts as an investment adviser to certain investment entities. HG Vora Capital, as investment manager of HG Vora Special Opportunities, may be deemed to beneficially own the securities owned directly by HG Vora Special Opportunities. Parag Vora, as the managing member of HG Vora Capital, may be deemed to beneficially own the securities owned directly by HG Vora Special Opportunities.

(4) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$1.28 to \$1.30. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(5) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$1.25 to \$1.41. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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