

TOWN SPORTS INTERNATIONAL HOLDINGS INC
 Form 3
 August 08, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Prue Jennifer | | | 08/04/2006 | | TOWN SPORTS INTERNATIONAL HOLDINGS INC [CLUB] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 888 SEVENTH AVENUE,Â 25TH FLOOR | | | (Check all applicable) | | | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| NEW YORK,Â NYÂ 10106 | | | Chief Information Officer | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) | (State) | (Zip) | | | | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

| | | | (I) (Instr. 5) | | | | |
|-----------------------------|---------------------------|------------|---------------------------------|--------|----------|---|---|
| Stock Option (right to buy) | 02/04/2004 ⁽¹⁾ | 06/01/2010 | Common Stock, par value \$0.001 | 33,600 | \$ 5.35 | D | Â |
| Stock Option (right to buy) | 02/04/2004 ⁽¹⁾ | 07/23/2013 | Common Stock, par value \$0.001 | 2,800 | \$ 10.28 | D | Â |
| Stock Option (right to buy) | 12/31/2008 ⁽¹⁾ | 06/01/2010 | Common Stock, par value \$0.001 | 22,400 | \$ 1.6 | D | Â |
| Stock Option (right to buy) | 12/31/2012 ⁽¹⁾ | 07/23/2013 | Common Stock, par value \$0.001 | 11,200 | \$ 6.53 | D | Â |
| Stock Option (right to buy) | 08/04/2007 ⁽²⁾ | 08/04/2016 | Common Stock, par value \$0.001 | 35,000 | \$ 12.05 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Prue Jennifer 888 SEVENTH AVENUE 25TH FLOOR NEW YORK, NY 10106 | Â | Â | Â Chief Information Officer | Â |

Signatures

/s/ Robert K. Kane,
attorney-in-fact

08/08/2006

 Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These options are subject to vesting earlier than the indicated date in the event of the sale of the Issuer to a third party, or the achievement by the Issuer of certain Equity Value Targets (as defined in the Stock Option Agreement governing this grant).
- This option is subject to a vesting schedule during which 25% of the shares subject to the option vest on each of the first four
- (2) anniversaries of the grant date, August 4, 2006. This option is also subject to vesting earlier than the indicated date in the event of a Change in Control (as defined in the stock option agreement between the Reporting Person and the Issuer) of the Issuer.

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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