Planet Fitness, Inc.
Form 4
January 17, 2017

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rondeau Christopher

(Last) (First) (Middle)

C/O PLANET FITNESS, INC., 26 FOX RUN ROAD

(Street)

NEWINGTON, NH 03801

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Planet Fitness, Inc. [PLNT]

3. Date of Earliest Transaction (Month/Day/Year)
01/12/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock	01/12/2017		C[(1)]		6,000 [(1)]	A	$ 0	6,000	I	By Trust [(2)]
Class A common stock	01/12/2017		S[(1)]		6,000 [(1)]	D	$ 20.3754 [(3)]	0	I	By Trust [(2)]
Class A common stock	01/12/2017		C[(1)]		14,000 [(1)]	A	$ 0	14,000	I	By Trust [(4)]
Class A common	01/12/2017		S[(1)]		14,000 [(1)]	D	$ 20.3754	0	I	By Trust [(4)]

stock											(3)	

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

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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. 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	(1) (5)	01/12/2017		C			6,000 (1)	(5)	(5)	Class A common stock	6,000 (1)	$
Holding Units and Class B common stock	(1) (5)	01/12/2017		C			14,000 (1)	(5)	(5)	Class A common stock	14,000 (1)	$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rondeau Christopher C/O PLANET FITNESS, INC. 26 FOX RUN ROAD NEWINGTON, NH 03801			Chief Executive Officer	

Signatures

/s/ Justin Vartanian, Attorney-in-Fact	01/17/2017

**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.
(2)	Following the transactions described herein, The Christopher J. Rondeau Irrevocable GST Trust of 2012, u/d/t 11/08/12 holds 1,816,163 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.
(3)	The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $20.16 to $20.44, 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 6,372,147 Holdings Units and corresponding shares of Class B common stock.
(5)	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:

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.
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