

TOWN SPORTS INTERNATIONAL HOLDINGS INC

Form SC 13G/A

February 14, 2014

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Town Sports International Holdings, Inc.

(Name of Issuer)

Common Stock, \$0.001 Par Value

(Title of Class of Securities)

89214A102

(CUSIP Number)

December 31, 2013

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 89214A102

1 NAME OF REPORTING PERSON
 Hawkeye Capital Master

I.R.S. IDENTIFICATION NO. OF

ABOVE PERSON (ENTITIES ONLY)
98-0466159

2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION
Cayman Islands

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

5 SOLE VOTING POWER
0

6 SHARED VOTING POWER
0

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
519,386

10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
2.15%

12 TYPE OF REPORTING PERSON
OO

CUSIP No.: 89214A102

1 NAME OF REPORTING PERSON
Richard A. Rubin

2 I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

United States

NUMBER OF 5 SOLE VOTING POWER
SHARES 519,386

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY EACH 0

REPORTING 7 SOLE DISPOSITIVE POWER
PERSON WITH 519,386

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
519,386

10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
2.15%

12 TYPE OF REPORTING PERSON
IN

CUSIP No.: 89214A102

NAME OF REPORTING PERSON
Hawkeye Capital Management, LLC

1 I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON (ENTITIES ONLY)
13-4092634

2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP
(a)

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
SOLE VOTING POWER
0

6 SHARED VOTING POWER
0

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
519,386

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
2.15%

12 TYPE OF REPORTING PERSON
OO

CUSIP No.: 89214A102

ITEM 1(a). NAME OF ISSUER:

Town Sports
International
Holdings, Inc.

ITEM 1(b). ADDRESS OF ISSUER'S

PRINCIPAL EXECUTIVE OFFICES:

5 Penn Plaza,
4th Floor

New York, NY
10001

ITEM 2(a). NAME OF
PERSON
FILING:

Hawkeye
Capital Master
Richard A.
Rubin
Hawkeye
Capital
Management,
LLC

ITEM 2(b). ADDRESS OF
PRINCIPAL
BUSINESS
OFFICE OR, IF
NONE,
RESIDENCE:

The principal
place of business
for Richard A.
Rubin and
Hawkeye
Capital
Management,
LLC is 800
Third Avenue,
9th Floor, New
York, New
York, 10022.

The principal
place of business
for Hawkeye
Capital Master is
P.O. Box
897GT,
Windward 1
Regatta Office
Park, West Bay
Road,
Georgetown,
Grand Cayman,
Cayman Islands.

ITEM 2(c). CITIZENSHIP:
Hawkeye
Capital Master -

Cayman Islands
Richard A.
Rubin - United
States
Hawkeye
Capital
Management,
LLC - United
States

ITEM 2(d). TITLE OF
CLASS OF
SECURITIES:

Common Stock,
\$0.001 Par
Value

ITEM 2(e). CUSIP
NUMBER:

89214A102

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK
WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution:

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

519,386

(b) Percent of class:

2.15%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Hawkeye Capital Master - 0

Richard A. Rubin - 519,386

Hawkeye Capital Management, LLC - 0

(ii) Shared power to vote or to direct the vote:

Hawkeye Capital Master - 0

Richard A. Rubin - 0

Hawkeye Capital Management, LLC - 0

(iii) Sole power to dispose or to direct the disposition of:

Hawkeye Capital Master - 0

Richard A. Rubin - 519,386

Hawkeye Capital Management, LLC - 0

(iv) Shared power to dispose or to direct the disposition of:

Hawkeye Capital Master - 0

Richard A. Rubin - 0

Hawkeye Capital Management, LLC - 0

OWNERSHIP OF

ITEM 5. FIVE PERCENT OR
LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

OWNERSHIP OF
MORE THAN FIVE
PERCENT ON
BEHALF OF
ANOTHER
PERSON:

ITEM 6.

Not applicable.

ITEM 7. IDENTIFICATION
AND
CLASSIFICATION
OF THE
SUBSIDIARY
WHICH ACQUIRED

THE SECURITY
BEING REPORTED
ON BY THE
PARENT HOLDING
COMPANY:

Not applicable.

IDENTIFICATION
AND

ITEM 8. CLASSIFICATION
OF MEMBERS OF
THE GROUP:

Not applicable.

ITEM 9. NOTICE OF
DISSOLUTION OF
GROUP:

Not applicable.

ITEM 10. CERTIFICATION:

By signing below I
certify that, to the
best of my knowledge
and belief, the
securities referred to
above were not
acquired and are not
held for the purpose
of or with the effect
of changing or
influencing the
control of the issuer
of the securities and
were not acquired and
are not held in
connection with or as
a participant in any
transaction having
that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2014

Date

Hawkeye Capital Master

/s/

Signature

Richard A. Rubin, Managing Member of Hawkeye Capital Management, LLC, Manager of Hawkeye Capital Master

SIGNATURE

Name/Title

February 14, 2014

Date

Richard A. Rubin

/s/

Signature

Richard A. Rubin, Managing Member of Hawkeye Capital Management, LLC, Manager of Hawkeye Capital Master

Name/Title

February 14, 2014

Date

Hawkeye Capital Management, LLC

/s/

Signature

Richard A. Rubin, Managing Member of Hawkeye Capital Management, LLC, Manager of Hawkeye Capital Master

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).