

BRUCKMANN BRUCE  
Form 4  
September 17, 2008

**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 \*  
BRUCKMANN BRUCE

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)  
09/16/2008

C/O BRUCKMANN, ROSSER, SHERRILL & CO., 126 EAST 56TH STREET, 29TH 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 10022

(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 Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |   |
| Common Stock, par value \$0.001 | 09/16/2008                           |  | J <sup>(1)</sup>               |   | 191,159   | A  | \$ 0 411,318                      | D |
| Common Stock, par value \$0.001 | 09/16/2008                           |  | J <sup>(2)</sup>               |   | 1,770,379   | A  | \$ 0 1,770,379                    | I |
|                                 | 09/16/2008                           |  | J <sup>(3)</sup>               |   | 354,077   | A  | \$ 0 354,077                      | I |

See Footnote (2)

|  |            |  |                  |           |   |        |  |   |                        |
|--|------------|--|------------------|-----------|---|--------|--|---|------------------------|
| Common<br>Stock, par<br>value<br>\$0.001 |            |  |                  |           |   |        |  |   | See<br>Footnote<br>(3) |
| Common<br>Stock, par<br>value<br>\$0.001 | 09/16/2008 |  | J <sup>(4)</sup> | 7,062,384 | D | \$ 0 0 |  | I | See<br>Footnote<br>(4) |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                       |
|   |  |   |   |                                      |  | Code   | V (A) (D)   |   |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BRUCKMANN BRUCE<br>C/O BRUCKMANN, ROSSER, SHERRILL & CO.<br>126 EAST 56TH STREET, 29TH FLOOR<br>NEW YORK, NY 10022 | X             | X         |         |       |

## Signatures

/s/ David M. Kastin,  
Attorney-in-Fact

09/17/2008

\_\_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) Pro rata distribution from Bruckmann, Rosser, Sherrill & Co., L.P. ("BRS"), of which the Reporting Person is a limited partner.

(2) These shares were held by BRS prior to the distribution described above. These shares are held by BRSE Associates, Inc. ("BRSE"), of which the Reporting Person is a shareholder. BRSE is the general partner of BRS Partners, L.P., which is the general partner of BRS.

These shares were held by BRS prior to the distribution described above. These shares are held in a trust for the benefit of the Reporting Person's children. The Reporting Person's spouse is the trustee of the trust. The Reporting Person disclaims beneficial ownership of these shares.

These shares were held by BRS prior to the distribution described above. The Reporting Person may have been deemed to share beneficial ownership of these shares by virtue of his status as a shareholder of BRSE, which is the general partner of BRS. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

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.