

TOWN SPORTS INTERNATIONAL HOLDINGS INC
Form DEFA14A
March 28, 2017

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

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant Filed by a party other than the Registrant
Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement only

- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

TOWN SPORTS INTERNATIONAL HOLDINGS, INC.
(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)
Payment, of Filing Fee (Check the appropriate box):

No fee required.

- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing party:
 - (4) Date Filed:
-

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 10, 2017.

Town Sports International HLDGS, INC.

Meeting Information

Meeting Type: Annual Meeting

For holders as of March 15, 2017

Date: May 10, 2017

Time: 10:00 AM EDT

Location: Crowne Plaza
Times Square

1605 Broadway

New York, NY

10019

To obtain driving directions, please call 212-246-6700 and ask for directions to the 2017 Annual Meeting

TOWN SPORTS INTERNATIONAL HOLDINGS, INC. You are receiving this communication because you hold shares in the above named company. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy

materials and voting
instructions.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Notice & Proxy Statement 2. Annual Report

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 26, 2017 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person:

Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting.

Please check the meeting materials for any special requirements for meeting attendance.

At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information

that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting
Items

Your Board of
Directors
recommends you
vote FOR the
following:

1. Election of
Directors
Nominees:
01 Martin J. Annese 02
Jason M. Fish 03
Thomas J. Galligan III
04 Patrick Walsh 05 L.
Spencer Wells

The Board of Directors
recommends that you vote
FOR proposals 2, 3 and 4.

- Proposal to ratify the
Audit Committee's
appointment of
PricewaterhouseCoopers
LLP as the independent
registered public
accounting firm of the
Company for the fiscal
year ending December
31, 2017.
Advisory Vote on
Executive
Compensation: To
approve, in a
non-binding advisory
vote, the compensation
paid to our named
executive officers.
Proposal to approve
Amendment No. 2 to the
Town Sports
International Holdings,
Inc. 2006 Stock Incentive
- Plan (as amended and
restated effective April 2,
2015) to increase the
number of shares
available for issuance
thereunder.

NOTE: To transact such
other business as may
properly come before the
meeting or any adjournment
thereof.
