

TOWN SPORTS INTERNATIONAL HOLDINGS INC

Form 8-K

May 04, 2006

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

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 4, 2006**

**Town Sports International Holdings, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or other Jurisdiction  
of Incorporation)

**333-114210**  
(Commission File Number)

**20-0640002**  
(I.R.S. Employer  
Identification No.)

**888 Seventh Avenue, New York,  
New York**  
(Address of Principal Executive  
Offices)

**10106**  
(Zip Code)

Registrant's telephone number, including area code: **(212) 246-6700**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

On May 4, 2006, Town Sports International, Inc., a wholly owned subsidiary of Town Sports International Holdings, Inc. issued a press release announcing that it is (1) commencing an offer to purchase for cash up to \$85,000,000 aggregate principal amount of its outstanding 9<sup>5</sup>/<sub>8</sub>% senior notes due 2011 ( Notes ) and (2) engaging in a related solicitation of consents from holders of Notes to certain proposed amendments to the indenture governing the Notes, and a waiver of any defaults or events of default thereunder. A copy of this press release is being furnished as Exhibit 99.1 to this report.

**ITEM 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release dated May 4, 2006.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TOWN SPORTS INTERNATIONAL  
HOLDINGS, INC.**

(Registrant)

Date: May 4, 2006

By: /s/ RICHARD PYLE  
Richard Pyle  
*Chief Financial Officer*

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**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>               |
|---------------------------|----------------------------------|
| 99.1                      | Press Release dated May 4, 2006. |