

TOWN SPORTS INTERNATIONAL HOLDINGS INC

Form FWP

June 01, 2006

**Filed Pursuant to Rule 433
Registration No. 333-126428
June 1, 2006**

Related to Preliminary Prospectus dated May 15, 2006

Town Sports International Holdings, Inc.

On June 1, 2006, the issuer, Town Sports International Holdings, Inc., filed Amendment No. 4 to its Registration Statement on Form S-1 to update certain disclosure that had been provided in its Preliminary Prospectus dated May 15, 2006. The information below summarizes the updated disclosure in the Preliminary Prospectus included in Amendment No. 4 to the Registration Statement.

Common Stock offered by the Company: 7,650,000 shares

Expected Price: \$14.00 per share

Selling Stockholders: 1,300,000 shares held by the Canterbury Entities will be sold directly to the Farallon Entities for \$13.02 per share, the same price at which the underwriters are purchasing shares from us

Dilution: \$17.02 based on the expected initial public offering price of \$14.00 per share

Summary Consolidated Financial Data

(in thousands, except share data)

| | Pro forma Twelve Months Ended March 31, 2006 |
|--|---|
| Statement of Operations Data: | |
| Net Income | \$ 7,970 |
| Net Income attributed to common stockholders | \$ 7,970 |
| Earnings (loss) per share: | |
| Basic | \$ 0.31 |
| Diluted | \$ 0.31 |
| Balance Sheet Data: | |
| Long-term debt, including current installments | \$ 276,921 |
| Total stockholders' deficit | (\$27,848) |

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, Credit Suisse will arrange to send you the prospectus if you request it by calling toll free 1-800-221-1037.