

TOWN SPORTS INTERNATIONAL HOLDINGS INC

Form 8-K

December 21, 2006

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**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): December 20, 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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EX-4.1: SUPPLEMENTAL INDENTURE

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**Item 1.01. Entry into a Material Definitive Agreement.**

On December 20, 2006, Town Sports International, LLC, a New York limited liability company and a wholly owned subsidiary of Town Sports International Holdings, Inc. (f/k/a Town Sports International, Inc.) (the Company ), the Guarantors (as defined below), TSI Astoria, Inc., a New York corporation, TSI Bay Ridge 86th Street LLC, a New York limited liability company, TSI Bayridge Inc., a New York corporation, TSI Dobbs Ferry, LLC, a New York limited liability company, TSI East Meadow, Inc., a New York corporation, TSI East 48, LLC, a New York limited liability company, TSI East 51, Inc., a New York corporation, TSI Grand Central Inc., a New York corporation, TSI Glendale, LLC, a New York limited liability company, TSI Hartsdale, Inc., a New York corporation, TSI Hawthorne Inc., a New York corporation, TSI Herald Inc., a New York corporation, TSI Mercer Street, Inc., a New York corporation, TSI Midwood, Inc., a New York corporation, TSI Port Jefferson, Inc., a New York corporation, TSI Rego Park, Inc., a New York corporation, TSI Smithtown, Inc., a New York corporation, TSI Somers, Inc., a New York corporation, TSI Varick Street, Inc., a New York corporation, TSI White Plains City Center, Inc., a New York corporation, TSI Boylston, Inc., a Delaware corporation, TSI East Cambridge, Inc., a Delaware corporation, TSI Columbia Heights, Inc., a Delaware corporation, TSI Georgetown, Inc., a Delaware corporation, TSI K Street, Inc., a Delaware corporation, TSI University Management, Inc., a Delaware corporation, TSI Davis Square LLC, a Delaware limited liability company, TSI Newton, LLC, , a Delaware limited liability company, TSI South End, Inc., a Delaware corporation, TSI South Station, Inc., a Delaware corporation, TSI Watertown, Inc., a Delaware corporation, TSI Wellington Circle, LLC, a Delaware limited liability company, TSI South Bethesda, LLC, a Delaware limited liability company, TSI Clifton, LLC, a Delaware limited liability company, TSI Englewood, LLC, a Delaware limited liability company, TSI Hoboken North, LLC, a Delaware limited liability company, TSI Livingston, LLC, a Delaware limited liability company, TSI No Sweat, LLC, a Delaware limited liability company, TSI Princeton North LLC, a Delaware limited liability company, TSI Radnor, LLC, a Delaware corporation, TSI 217 Broadway, LLC, a Delaware limited liability company, TSI Arthro-Fitness Services, LLC, a Delaware limited liability company, TSI Astoria, LLC, a Delaware limited liability company, TSI Battery Park, LLC, a Delaware limited liability company, TSI Bay Ridge 86th Street, LLC, a Delaware limited liability company, TSI Bayridge, LLC, a Delaware limited liability company, TSI Broadway, LLC, a Delaware limited liability company, TSI Brooklyn Belt, LLC, a Delaware limited liability company, TSI Carmel, LLC, a Delaware limited liability company, TSI Cash Management, LLC, a Delaware limited liability company, TSI Cobble Hill, LLC, a Delaware limited liability company, TSI Commack, LLC, a Delaware limited liability company, TSI Court Street, LLC, a Delaware limited liability company, TSI Croton, LLC, a Delaware limited liability company, TSI Dobbs Ferry, LLC, a Delaware limited liability company, TSI East Meadow, LLC, a Delaware limited liability company, TSI East 23, LLC, a Delaware limited liability company, TSI East 31, LLC, a Delaware limited liability company, TSI East 34, LLC, a Delaware limited liability company, TSI East 36, LLC, a Delaware limited liability company, TSI East 41, LLC, a Delaware limited liability company, TSI East 48, LLC, a Delaware limited liability company, TSI East 51, LLC, a Delaware limited liability company, TSI East 59, LLC, a Delaware limited liability company, TSI East 76, LLC, a Delaware limited liability company, TSI East 86, LLC, a Delaware

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limited liability company, TSI East 91, LLC, a Delaware limited liability company, TSI First Avenue, LLC, a Delaware limited liability company, TSI Forest Hills, LLC, a Delaware limited liability company, TSI Garden City, LLC, a Delaware limited liability company, TSI Glendale, LLC, a Delaware limited liability company, TSI Grand Central, LLC, a Delaware limited liability company, TSI Great Neck, LLC, a Delaware limited liability company, TSI Hartsdale, LLC, a Delaware limited liability company, TSI Hawthorne, LLC, a Delaware limited liability company, TSI Herald, LLC, a Delaware limited liability company, TSI Huntington, LLC, a Delaware limited liability company, TSI Irving Place, LLC, a Delaware limited liability company, TSI Larchmont, LLC, a Delaware limited liability company, TSI Lincoln, LLC, a Delaware limited liability company, TSI Long Beach, LLC, a Delaware limited liability company, TSI Mamaroneck, LLC, a Delaware limited liability company, TSI Mercer Street, LLC, a Delaware limited liability company, TSI Midwood,, LLC, a Delaware limited liability company, TSI Morris Park, LLC, a Delaware limited liability company, TSI Murray Hill, LLC, a Delaware limited liability company, TSI Nanuet, LLC, a Delaware limited liability company, TSI Oceanside, LLC, a Delaware limited liability company, TSI Port Jefferson, LLC, a Delaware limited liability company, TSI Reade Street, LLC, a Delaware limited liability company, TSI Rego Park, LLC, a Delaware limited liability company, TSI Scarsdale, LLC, a Delaware limited liability company, TSI Seaport, LLC, a Delaware limited liability company, TSI Sheridan, LLC, a Delaware limited liability company, TSI Smithtown, LLC, a Delaware limited liability company, TSI Soho, LLC, a Delaware limited liability company, TSI Somers, LLC, a Delaware limited liability company, TSI South Park Slope, LLC, a Delaware limited liability company, TSI Staten Island, LLC, a Delaware limited liability company, TSI Syosset, LLC, a Delaware limited liability company, TSI Varick Street, LLC, a Delaware limited liability company, TSI Wall Street, LLC, a Delaware limited liability company, TSI Water Street, LLC, a Delaware limited liability company, TSI West Nyack,, LLC, a Delaware limited liability company, TSI West 14, LLC, a Delaware limited liability company, TSI West 16, LLC, a Delaware limited liability company, TSI West 23, LLC, a Delaware limited liability company, TSI West 38, LLC, a Delaware limited liability company, TSI West 41, LLC, a Delaware limited liability company, TSI West 44, LLC, a Delaware limited liability company, TSI West 48, LLC, a Delaware limited liability company, TSI West 52, LLC, a Delaware limited liability company, TSI West 73, LLC, a Delaware limited liability company, TSI West 76, LLC, a Delaware limited liability company, TSI West 80, LLC, a Delaware limited liability company, TSI West 94, LLC, a Delaware limited liability company, TSI West 115th Street, LLC, a Delaware limited liability company, TSI West 125, LLC, a Delaware limited liability company, TSI White Plains City Center LLC, a Delaware limited liability company, TSI White Plains, LLC, a Delaware limited liability company, TSI Whitestone, LLC, a Delaware limited liability company, TSI Woodmere, LLC, a Delaware limited liability company, TSI Andover, LLC, a Delaware limited liability company, TSI Framingham, LLC, a Delaware limited liability company, TSI Franklin (MA), LLC, a Delaware limited liability company, TSI Holdings (MA), LLC, a Delaware limited liability company, TSI Lexington (MA), LLC, a Delaware limited liability company, TSI Lynnfield, LLC, a Delaware limited liability company, TSI Wellesley, LLC, a Delaware limited liability company, TSI Boylston, LLC, a Delaware limited liability company, TSI Brunswick, LLC, a Delaware limited liability company, TSI Chevy Chase, LLC, a Delaware limited liability company, TSI Columbia Heights, LLC, a Delaware limited liability company, TSI Connecticut Avenue, LLC, a Delaware

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limited liability company, TSI Danbury, LLC, a Delaware limited liability company, TSI Downtown Crossing, LLC, a Delaware limited liability company, TSI F Street, LLC, a Delaware limited liability company, TSI Gallery Place, LLC, a Delaware limited liability company, TSI Georgetown, LLC, a Delaware limited liability company, TSI Glover, LLC, a Delaware limited liability company, TSI Greenwich, LLC, a Delaware limited liability company, TSI Holdings (CIP), LLC, a Delaware limited liability company, TSI Holdings (DC), LLC, a Delaware limited liability company, TSI Holdings (MD), LLC, a Delaware limited liability company, TSI Holdings (PA), LLC, a Delaware limited liability company, TSI Holdings (VA), LLC, a Delaware limited liability company, TSI K Street, LLC, a Delaware limited liability company, TSI M Street, LLC, a Delaware limited liability company, TSI Natick, LLC, a Delaware limited liability company, TSI Newbury Street, LLC, a Delaware limited liability company, TSI Norwalk, LLC, a Delaware limited liability company, TSI South End, LLC, a Delaware limited liability company, TSI South Station, LLC, a Delaware limited liability company, TSI Stamford Downtown, LLC, a Delaware limited liability company, TSI Stamford Post, LLC, a Delaware limited liability company, TSI Stamford Rinks, LLC, a Delaware limited liability company, TSI University Management, LLC, a Delaware limited liability company, TSI Washington, LLC, a Delaware limited liability company, TSI Watertown, LLC, a Delaware limited liability company, TSI West Newton, LLC, a Delaware limited liability company, TSI Westport, LLC, a Delaware limited liability company, TSI Weymouth, LLC, a Delaware limited liability company, TSI Butler, LLC, a New York limited liability company, TSI Carmel, LLC, a New York limited liability company, TSI Hicksville, LLC, a Delaware limited liability company, TSI Morris Park, LLC, a New York limited liability company, TSI West 115th Street, LLC, a New York limited liability company and TSI West 145th Street, LLC, a Delaware limited liability company (collectively, the New Subsidiaries ), and The Bank of New York, as trustee entered into Supplemental Indenture No. 3 ( Supplemental Indenture No. 3 ) to the Indenture dated as of April 16, 2003, by and among the Company, as Issuer, the Guarantors named therein (the Guarantors ) and The Bank of New York, as trustee, as heretofore supplemented by Supplemental Indenture No. 1 thereto dated as of May 16, 2006 and by Supplemental Indenture No. 2 thereto dated as of June 30, 2006.

Supplemental Indenture No. 3 provides for the unconditional guarantee by the New Subsidiaries of (i) all of the obligations of the Company under the Indenture, pursuant to the provisions of which the Company issued \$255,000,000 in aggregate principal amount of its 9 5/8% Senior Notes due 2011 (the Notes ) and (ii) the Notes.

This description of Supplemental Indenture No. 3 is qualified in its entirety by reference to the complete text of Supplemental Indenture No. 3, which is filed as Exhibit 4.1 to this report.

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

(d) Exhibits.

- 4.1 Supplemental Indenture No. 3 dated as of December 20, 2006, by and among Town Sports International, LLC, as issuer, the Guarantors named therein, the New Subsidiaries and The Bank of New York, as trustee.
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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: December 20, 2006

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

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- 4.1 Supplemental Indenture No. 3 dated as of December 20, 2006, by and among Town Sports International, LLC, as issuer, the Guarantors named therein, the New Subsidiaries and The Bank of New York, as trustee.