

TOWN SPORTS INTERNATIONAL HOLDINGS INC

Form 8-K

May 01, 2008

**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 1, 2008**

**Town Sports International Holdings, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or other Jurisdiction  
of Incorporation)

**000-52013**

(Commission File Number)

**20-0640002**

(I.R.S. Employer  
Identification No.)

**5 Penn Plaza (4th Floor), New York, New York**

(Principal Executive Offices)

**10001**

(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)
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**Item 2.02. Results of Operations and Financial Condition**

On May 1, 2008, Town Sports International Holdings, Inc. (the Company) issued a press release announcing its results for the first quarter 2008. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in Item 2.02 on this Current Report on Form 8-K, including the attached exhibit, shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liability of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be set forth by specific reference in such filing.

**Item 8.01 Other Events**

On April 29, 2008, the Board of Directors approved a plan to repurchase up to an aggregate of \$25.0 million of the Company's common stock.

The repurchases will be made from time to time on the open market at prevailing market prices, through privately negotiated transactions as conditions permit, or pursuant to a 10b5-1 plan adopted by the Company which permits the Company to repurchase its shares during periods in which the company may be in possession of material non-public information. The repurchase program is expected to continue through December 31, 2009. The stock repurchase program may be modified, extended or terminated by the Board of Directors at any time.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Press release dated May 1, 2008

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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 thereunto duly authorized.

**TOWN SPORTS INTERNATIONAL  
HOLDINGS, INC.**

(Registrant)

Date: May 1, 2008

By: /s/ Daniel Gallagher  
Daniel Gallagher  
*Chief Financial Officer*

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**EXHIBIT INDEX**

- 99.1 Press release issued by Town Sports International Holdings, Inc. on May 1, 2008 announcing earnings for the first quarter 2008.