

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and A	ddress of R	eporting Pe	erson -	*	2	2. Issu	ier N	ame <b>and</b> Ti	cke	r or Tradi	ng Syn	nbol	5. Relationshi (Check all app		rting Person	(s) to Issu	ıer
Rondeau Cl	hristophe	er			]	Plan	et F	itness, In	c.	PLNT	]		(Chron an ap)	,11000010)			
(Last	•		(liddle)		3	B. Dat	e of l	Earliest Trai	ısac	ction (MM	/DD/YY	YY)	X Director			0% Owner	
C/O DI ANI		EGG IN	<i>~</i> 4					C	/5/	/2018			X Officer (g			Other (speci	ty below)
C/O PLANI LIBERTY I			C., 4					>	וכוי	2016							
DIDEKTI		reet)			4	I. If A	men	dment, Date	Or	iginal Fil	ed (MM	/DD/YYYY)	6. Individual	or Joint/G	roup Filing (	Check Appl	icable Line)
HAMPTON, NH 03842									Č	Ì	ŕ						
			Cip)										X Form filed by		rting Person One Reporting P	erson	
			Tabl	le I - I	Non-D	eriva	tive	Securities A	Acq	uired, D	isposed	l of, or Ben	eficially Own	ed			
1.Title of Security						2A. D		3. Trans. Co		4. Securit	ies Acqui	red (A) or	5. Amount of Secur	rities Benefic		6.	7. Nature
(Instr. 3)						Execu Date,		(Instr. 8)		Disposed (Instr. 3, 4			Following Reported (Instr. 3 and 4)	d Transaction	n(s)	Ownership Form:	of Indirect Beneficial
																Direct (D) or Indirect	Ownership (Instr. 4)
								Code	V	Amount	(A) or (D)	Price				(I) (Instr. 4)	
Class A common s	tock			9/5/2	2018			C (1)		27510.00 (1)	A	\$0.00	2	7510.00		I	By Trust
Class A common s	tock			9/5/2018				s (1)		27510.00 (1)	D s	850.3603 ( <u>3</u> )	0.00			I	By Trust
Class A common stock 9/5/2018			2018			C (1)		11790.00 (1)	A	\$0.00	1	1790.00		I	By Trust		
Class A common stock 9/5/201				2018			S (1)		11790.00 (1)	D S	\$50.3603 (3)		0.00		I	By Trust	
Class A common s	tock			9/5/2	9/5/2018		C (1)			490.00 (1)	A	\$0.00	490.00		I	By Trust (5)	
Class A common s	tock			9/5/2	2018			S (1)		490.00 (1)	D S	\$50.8521 <u>(6)</u>		0.00		I	By Trust
Class A common s	tock			9/5/2	2018			C (1)		210.00 (1)	A	\$0.00		210.00		I	By Trust
Class A common s	tock			9/5/2	2018			S (1)		210.00 (1)	D S	850.8521 <u>(6)</u>		0.00		I	By Trust
Class A common s	tock			9/6/2	2018			C (1)		27440.00 (1)	A	\$0.00	2	7440.00		I	By Trust
Class A common s	tock			9/6/2	2018			S (1)		27440.00 (1)	D S	850.0763 (9)		0.00		I	By Trust
Class A common s	tock			9/6/2	2018			C (1)		11760.00 (1)	A	\$0.00	1	1760.00		I	By Trust
Class A common s	tock			9/6/2	2018			s (1)		11760.00 (1)	D	\$50.0763 (9)		0.00		I	By Trust
	Tal	ble II - Dei	rivativ	ve Sec	curitie	s Ber	efici	ally Owned	l ( e	<i>.g.</i> , puts	, calls,	warrants, o	options, conve	rtible sec	urities)		
1. Title of Derivate	2	3. Trans.	3A. Deemed 4. Tra					ımber of		6. Date Exercisable and		d 7. Title and	Amount of	8. Price of	9. Number of	10.	11. Nature
Security (Instr. 3)	Conversion or Exercise Price of Derivative	Date	Date, i			) Acquii		rative Securities ired (A) or		Expiration Da	ate	Derivative S	Security Security		derivative Securities	Ownership Form of	of Indirect Beneficial
								osed of (D) . 3, 4 and 5)				(Instr. 3 and	4)	(Instr. 5)	Beneficially Owned	Derivative Security:	Ownership (Instr. 4)
	Security								D	Date	Expiratio	n min	Amount or		Following Reported	Direct (D) or Indirect	
					Code	V	(A)	(D)		exercisable		Title	Number of Shares		Transaction(s) (Instr. 4)	(I) (Instr. 4)	
Holding Units and Class B common stock	(1) (11)	9/5/2018			C			28000.00 (1)		<u>(11)</u>	(11)	Class A common stock	28000.00 (1)	\$0.00	4667147.00	I	By Trust
Holding Units						+			+			Class A			1281163.00		By Trust
and Class B common stock	(1) (11)	9/5/2018			С		L	12000.00 (1)		(11)	<u>(11)</u>	common stock	12000.00 (1)	\$0.00	(11)	I	(7)
Holding Units and Class B common stock	(1) (11)	9/6/2018			C			27440.00 (1)	-	<u>(11)</u>	(11)	Class A common stock	27440.00 (1)	\$0.00	4639707.00 (11)	I	By Trust
	1	1	+			+-	<del>                                     </del>		+	+		+	+	<del> </del>	<del> </del>		<del>                                     </del>

	Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivate Security (Instr. 3) Conversion of Exercise Price of Derivative		3. Trans. Date	3A. Deemed Execution Date, if any	Code		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		Securities Underlying Derivative Security		Derivative Security (Instr. 5)	Securities Beneficially	Ownership Form of Derivative	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	
Holding Units and Class B common stock	(1) (11)	9/6/2018		С			11760.00 (1)	(11)	(11)	Class A common stock	11760.00 (1)	\$0.00	1269403.00 (11)	I	By Trust

### **Explanation of Responses:**

- (1) This transaction was effected pursuant to a Rule 10b5-1 trading plan.
- (2) Following the transactions described herein, The Christopher J. Rondeau Revocable Trust of 2006, u/d/t 05/15/06 holds 4,667,637 Holdings Units and corresponding shares of Class B common stock.
- (3) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$49.80 to \$50.70, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
- (4) Following the transactions described herein, The Christopher J. Rondeau Irrevocable GST Trust of 2012, u/d/t 11/08/12 holds 1,281,373 Holdings Units and corresponding shares of Class B common stock. Mr. Rondeau disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (5) Following the transactions described herein, The Christopher J. Rondeau Revocable Trust of 2006, u/d/t 05/15/06 holds 4,667,147 Holdings Units and corresponding shares of Class B common stock.
- (6) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$50.80 to \$50.91, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
- (7) Following the transactions described herein, The Christopher J. Rondeau Irrevocable GST Trust of 2012, u/d/t 11/08/12 holds 1,281,163 Holdings Units and corresponding shares of Class B common stock. Mr. Rondeau disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (8) Following the transactions described herein, The Christopher J. Rondeau Revocable Trust of 2006, u/d/t 05/15/06 holds 4,639,707 Holdings Units and corresponding shares of Class B common stock.
- (9) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$49.82 to \$50.62, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
- (10) Following the transactions described herein, The Christopher J. Rondeau Irrevocable GST Trust of 2012, u/d/t 11/08/12 holds 1,269,403 Holdings Units and corresponding shares of Class B common stock. Mr. Rondeau disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (11) Pursuant to the terms of the Exchange Agreement dated as of August 5, 2015, as amended, by and among the Company, Pla-Fit Holdings, LLC and the holders from time to time of Holding Units and shares of Class B common stock, the holders thereof may exchange all or a portion of their Holding Units along with an equal number of shares of Class B common stock for shares of Class A common stock of the Company on a one-to-one basis (one Holding Unit and one share of Class B common stock together exchangeable for one share of Class A common stock). The holders thereof are not required to pay an exercise price in connection with any such exchange. The Holding Units do not expire. The Class B common stock provides the holder with one vote on all matters submitted to a vote of the Company's stockholders but does not entitle the holder to any of the economic rights associated with shares of the Company's Class A common stock.

## Remarks:

Justin Vartanian is signing on behalf of Mr. Rondeau pursuant to a Power of Attorney dated July 29, 2015, which was previously filed with the Securities and Exchange Commission.

### **Reporting Owners**

Penarting Owner Name / Address	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
Rondeau Christopher C/O PLANET FITNESS, INC. 4 LIBERTY LANE WEST HAMPTON, NH 03842	X		Chief Executive Officer						

## **Signatures**

/s/ Justin Vartanian, Attorney-in-Fact 9/7/2018
\*\*Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

#### POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Dorvin Lively, Richard Moore, and Justin Vartanian, with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended, or any rule or regulation of the SEC:
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as officer and/or director of Planet Fitness, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of July 29, 2015.