UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2020

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ___________to _____________

Commission file number: 001-37534

PLANET FITNESS, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	**38-3942097**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**

4 Liberty Lane West, Hampton, NH 03842

(Address of Principal Executive Offices and Zip Code)

(603) 750-0001

(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, $0.0001 Par Value	PLNT	New York Stock Exchange

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

As of May 1, 2020 there were 79,950,634 shares of the Registrant's Class A Common Stock, par value $0.0001 per share, outstanding and 6,501,477 shares of the Registrant's Class B Common Stock, par value $0.0001 per share, outstanding.

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Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q, as well as information included in oral statements or other written statements made or to be made by us, contain statements that constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, and other future conditions. Forward-looking statements can be identified by words such as "anticipate," "believe," "envision," "estimate," "expect," "intend," "may," "plan," "predict," "project," "target," "potential," "will," "would," "could," "should," "continue," "ongoing," "contemplate" and other similar expressions, although not all forward-looking statements contain these identifying words. Examples of forward-looking statements include, among others, statements we make regarding:

- *future financial position;*
- *business strategy;*
- *budgets, projected costs and plans;*
- *future industry growth;*
- *financing sources;*
- *potential return of capital initiatives;*
- *the impact of litigation, government inquiries and investigations;*
- *the impact of the novel coronavirus disease ("COVID-19") and actions taken in response; and*
- *all other statements regarding our intent, plans, beliefs or expectations or those of our directors or officers.*

We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make. Important factors that could cause actual results and events to differ materially from those indicated in the forward-looking statements include, among others, risks and uncertainties associated with the following:

- *our dependence on the operational and financial results of, and our relationships with, our franchisees and the success of their new and existing stores;*
- *damage to our brand and reputation;*
- *our ability to successfully implement our growth strategy, including our and our franchisees' ability to identify and secure suitable sites for new franchise stores;*
- *technical, operational and regulatory risks related to our third-party providers' systems and our own information systems, including failures, interruptions or security breaches of such systems;*
- *our and our franchisees' ability to attract and retain members;*
- *the high level of competition in the health club industry generally;*
- *our reliance on a limited number of vendors, suppliers and other third-party service providers;*
- *our substantial increased indebtedness as a result of our refinancing and securitization transactions and our ability to incur additional indebtedness or refinance that indebtedness in the future;*
- *our future financial performance and our ability to pay principal and interest on our indebtedness;*
- *our corporate structure and tax receivable agreements;*
- *the duration and impact of COVID-19, which has resulted in store closures and may give rise to or heighten one or more of the other risks and uncertainties described above; and*
- *the other factors identified under the heading "Risk Factors" herein and in our annual report on Form 10-K for the fiscal year ended December 31, 2019 filed with the Securities and Exchange Commission on February 28, 2020.*

The forward-looking statements in this Quarterly Report on Form 10-Q represent our views as of the date of this Report. We undertake no obligation to publicly update any forward-looking statements whether as a result of new information, future developments or otherwise.

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PART I-FINANCIAL INFORMATION
1. Financial Statements

Planet Fitness, Inc. and subsidiaries
Condensed consolidated balance sheets
(Unaudited)
(Amounts in thousands, except per share amounts)

	March 31, 2020	December 31, 2019
Assets		
Current assets:		
Cash and cash equivalents	$ 547,494	$ 436,256
Restricted cash	63,226	42,539
Accounts receivable, net of allowance for bad debts of $79 and $111 at March 31, 2020 and December 31, 2019, respectively	21,082	42,268
Inventory	2,820	877
Deferred expenses – national advertising fund	10,363	—
Prepaid expenses	7,263	8,025
Other receivables	9,969	9,226
Other current assets	2,253	947
Total current assets	664,470	540,138
Property and equipment, net of accumulated depreciation of $81,585 and $73,621 at March 31, 2020 and December 31, 2019, respectively	145,114	145,481
Right-of-use assets, net	150,284	155,633
Intangible assets, net	229,709	233,921
Goodwill	227,821	227,821
Deferred income taxes	456,322	412,293
Other assets, net	1,916	1,903
Total assets	$ 1,875,636	$ 1,717,190
Liabilities and stockholders' deficit		
Current liabilities:		
Current maturities of long-term debt	$ 17,500	$ 17,500
Accounts payable	37,640	21,267
Accrued expenses	21,063	31,623
Equipment deposits	5,394	3,008
Deferred revenue, current	53,593	27,596
Payable pursuant to tax benefit arrangements, current	26,468	26,468
Other current liabilities	18,506	18,016
Total current liabilities	180,164	145,478
Long-term debt, net of current maturities	1,684,727	1,687,505
Borrowings under Variable Funding Notes	75,000	—
Lease liabilities, net of current portion	148,006	152,920
Deferred revenue, net of current portion	34,193	34,458
Deferred tax liabilities	1,139	1,116
Payable pursuant to tax benefit arrangements, net of current portion	442,243	400,748
Other liabilities	2,333	2,719
Total noncurrent liabilities	2,387,641	2,279,466
Commitments and contingencies (Note 13)		
Stockholders' equity (deficit):		
Class A common stock, $.0001 par value - 300,000 authorized, 79,928 and 78,525 shares issued and outstanding as of March 31, 2020 and December 31, 2019, respectively	8	8
Class B common stock, $.0001 par value - 100,000 authorized, 6,501 and 8,562 shares issued and outstanding as of March 31, 2020 and December 31, 2019, respectively	1	1
Accumulated other comprehensive (loss) income	(306)	303
Additional paid in capital	36,460	29,820
Accumulated deficit	(727,946)	(736,587)
Total stockholders' deficit attributable to Planet Fitness Inc.	(691,783)	(706,455)
Non-controlling interests	(386)	(1,299)

Total stockholders' deficit	(692,169)	(707,754)
Total liabilities and stockholders' deficit	$ 1,875,636	$ 1,717,190

See accompanying notes to condensed consolidated financial statements

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Planet Fitness, Inc. and subsidiaries
Condensed consolidated statements of operations
(Unaudited)
(Amounts in thousands, except per share amounts)

	For the three months ended March 31,	
	2020	**2019**
Revenue:		
Franchise	$ 48,910	$ 52,956
Commission income	390	994
National advertising fund revenue	9,229	11,812
Corporate-owned stores	40,516	38,044
Equipment	28,186	45,011
Total revenue	127,231	148,817
Operating costs and expenses:		
Cost of revenue	21,846	34,486
Store operations	26,157	20,905
Selling, general and administrative	16,953	18,154
National advertising fund expense	15,205	11,812
Depreciation and amortization	12,792	9,907
Other loss	11	368
Total operating costs and expenses	92,964	95,632
Income from operations	34,267	53,185
Other expense, net:		
Interest income	1,927	1,798
Interest expense	(20,240)	(14,749)
Other expense	(687)	(3,318)
Total other expense, net	(19,000)	(16,269)
Income before income taxes	15,267	36,916
Provision for income taxes	4,884	5,277
Net income	10,383	31,639
Less net income attributable to non-controlling interests	1,776	4,230
Net income attributable to Planet Fitness, Inc.	$ 8,607	$ 27,409
Net income per share of Class A common stock:		
Basic	$ 0.11	$ 0.33
Diluted	$ 0.11	$ 0.32
Weighted-average shares of Class A common stock outstanding:		
Basic	79,098	83,806
Diluted	79,723	84,425

See accompanying notes to condensed consolidated financial statements.

Planet Fitness, Inc. and subsidiaries
Condensed consolidated statements of comprehensive income (loss)
(Unaudited)
(Amounts in thousands)

	For the three months ended March 31,	
	2020	**2019**
Net income including non-controlling interests	$ 10,383	$ 31,639
Other comprehensive income (loss), net:		
Foreign currency translation adjustments	(609)	54
Total other comprehensive income, net	(609)	54
Total comprehensive income including non-controlling interests	9,774	31,693
Less: total comprehensive income attributable to non-controlling interests	1,776	4,230
Total comprehensive income attributable to Planet Fitness, Inc.	$ 7,998	$ 27,463

See accompanying notes to condensed consolidated financial statements.

Planet Fitness, Inc. and subsidiaries
Condensed consolidated statements of cash flows
(Unaudited)
(Amounts in thousands)

	For the three months ended March 31,	
	2020	**2019**
Cash flows from operating activities:		
Net income	$ 10,383	$ 31,639
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	12,792	9,907
Amortization of deferred financing costs	1,587	1,356
Amortization of asset retirement obligations	7	221
Deferred tax expense	4,126	2,165
Loss (gain) on re-measurement of tax benefit arrangement	(502)	3,373
Provision for bad debts	(33)	2
Equity-based compensation	947	1,315
Other	993	(269)
Changes in operating assets and liabilities, excluding effects of acquisitions:		
Accounts receivable	21,409	20,032
Inventory	(1,943)	1,677
Other assets and other current assets	(250)	(2,648)
National advertising fund	(10,363)	(6,500)
Accounts payable and accrued expenses	6,381	(14,640)
Other liabilities and other current liabilities	(249)	214
Income taxes	(1,315)	1,768
Equipment deposits	2,386	4,594
Deferred revenue	25,992	3,668
Leases and deferred rent	774	60
Net cash provided by operating activities	73,122	57,934
Cash flows from investing activities:		
Additions to property and equipment	(9,110)	(7,471)
Proceeds from sale of property and equipment	135	21
Net cash used in investing activities	(8,975)	(7,450)
Cash flows from financing activities:		
Principal payments on capital lease obligations	(41)	(12)
Proceeds from borrowings under Variable Funding Notes	75,000	—
Repayment of long-term debt	(4,375)	(3,000)
Proceeds from issuance of Class A common stock	491	607
Dividend equivalent payments	(57)	(20)
Distributions to Continuing LLC Members	(1,600)	(1,842)
Net cash (used in) provided by financing activities	69,418	(4,267)
Effects of exchange rate changes on cash and cash equivalents	(1,640)	250
Net increase in cash, cash equivalents and restricted cash	131,925	46,467
Cash, cash equivalents and restricted cash, beginning of period	478,795	320,139
Cash, cash equivalents and restricted cash, end of period	$ 610,720	$ 366,606
Supplemental cash flow information:		
Net cash paid for income taxes	$ 2,071	$ 1,479
Cash paid for interest	$ 18,768	$ 13,477
Non-cash investing activities:		
Non-cash additions to property and equipment	$ 2,319	$ 4,151

See accompanying notes to condensed consolidated financial statements.

Planet Fitness, Inc. and subsidiaries
Condensed consolidated statements of changes in equity (deficit)
(Unaudited)
(Amounts in thousands)

	Class A common stock		Class B common stock		Accumulated other comprehensive (loss) income	Additional paid-in capital	Accumulated deficit	Non-controlling interests	Total (deficit) equity
	Shares	Amount	Shares	Amount					
Balance at December 31, 2019	78,525	$ 8	8,562	$ 1	$ 303	$ 29,820	$ (736,587)	$ (1,299)	$ (707,754)
Net income	—	—	—	—	—	—	8,607	1,776	10,383
Equity-based compensation expense	—	—	—	—	—	947	—	—	947
Exchanges of Class B common stock	2,061	—	(2,061)	—	—	(956)	—	956	—
Exercise of stock options, vesting of restricted share units and ESPP share purchase	9	—	—	—	—	459	—	—	459
Repurchase and retirement of Class A common stock	(667)	—	—	—	—	—	—	—	—
Tax benefit arrangement liability and deferred taxes arising from exchanges of Class B common stock	—	—	—	—	—	6,190	—	—	6,190
Non-cash adjustments to VIEs	—	—	—	—	—	—	—	(219)	(219)
Distributions paid to members of Pla-Fit Holdings	—	—	—	—	—	—	—	(1,600)	(1,600)
Forfeiture of dividend equivalents	—	—	—	—	—	—	34	—	34
Other comprehensive income	—	—	—	—	(609)	—	—	—	(609)
Balance at March 31, 2020	79,928	$ 8	6,501	$ 1	$ (306)	$ 36,460	$ (727,946)	$ (386)	$ (692,169)

	Class A common stock		Class B common stock		Accumulated other comprehensive (loss) income	Additional paid-in capital	Accumulated deficit	Non-controlling interests	Total (deficit) equity
	Shares	Amount	Shares	Amount					
Balance at December 31, 2018	83,584	$ 9	9,448	$ 1	$ 94	$ 19,732	$ (394,410)	$ (8,215)	$ (382,789)
Net income	—	—	—	—	—	—	27,409	4,230	31,639
Equity-based compensation expense	—	—	—	—	—	1,315	—	—	1,315
Exchanges of Class B common stock	859	—	(859)	—		(1,172)	—	1,172	—
Exercise of stock options, vesting of restricted share units and ESPP share purchase	20	—	—	—	—	505	—	—	505
Tax benefit arrangement liability and deferred taxes arising from exchanges of Class B common stock	—	—	—	—	—	2,196	—	—	2,196
Non-cash adjustments to VIEs	—	—	—	—	—	—	—	(3,407)	(3,407)
Distributions paid to members of Pla-Fit Holdings	—	—	—	—	—	—	—	(1,842)	(1,842)
Cumulative effect adjustment - ASC 842	—	—	—	—	—	—	(1,713)	—	(1,713)
Other comprehensive income	—	—	—	—	54	—	—		54
Balance at March 31, 2019	84,463	$ 9	8,589	$ 1	$ 148	$ 22,576	$ (368,714)	$ (8,062)	$ (354,042)

See accompanying notes to condensed consolidated financial statements.

Planet Fitness, Inc. and subsidiaries
Notes to Condensed Consolidated financial statements
(Unaudited)
(Amounts in thousands, except share and per share amounts)

(1) Business Organization

Planet Fitness, Inc. (the "Company"), through its subsidiaries, is a franchisor and operator of fitness centers, with more than 15.5 million members and 2,039 owned and franchised locations (referred to as stores) in 50 states, the District of Columbia, Puerto Rico, Canada, the Dominican Republic, Panama, Mexico and Australia as of March 31, 2020.

On March 18, 2020, the Company proactively closed all of its stores system wide in response to the novel coronavirus disease ("COVID-19") pandemic in order to promote the health and safety of its members, team members and their communities. As of March 31, 2020 all stores remained closed.

The Company serves as the reporting entity for its various subsidiaries that operate three distinct lines of business:
- Licensing and selling franchises under the Planet Fitness trade name.
- Owning and operating fitness centers under the Planet Fitness trade name.
- Selling fitness-related equipment to franchisee-owned stores.

The Company was formed as a Delaware corporation on March 16, 2015 for the purpose of facilitating an initial public offering (the "IPO"), which was completed on August 11, 2015 and related transactions in order to carry on the business of Pla-Fit Holdings, LLC and its subsidiaries ("Pla-Fit Holdings"). As of August 5, 2015, in connection with the recapitalization transactions that occurred prior to the IPO, the Company became the sole managing member and holder of 100% of the voting power of Pla-Fit Holdings. Pla-Fit Holdings owns 100% of Planet Intermediate, LLC, which has no operations but is the 100% owner of Planet Fitness Holdings, LLC, a franchisor and operator of fitness centers through its subsidiaries. With respect to the Company, Pla-Fit Holdings and Planet Intermediate, LLC, each entity owns nothing other than the respective entity below it in the corporate structure and each entity has no other material operations.

The Company is a holding company whose principal asset is a controlling equity interest in Pla-Fit Holdings. As the sole managing member of Pla-Fit Holdings, the Company operates and controls all of the business and affairs of Pla-Fit Holdings, and through Pla-Fit Holdings, conducts its business. As a result, the Company consolidates Pla-Fit Holdings' financial results and reports a non-controlling interest related to the portion of limited liability company units of Pla-Fit Holdings ("Holdings Units") not owned by the Company. Unless otherwise specified, "the Company" refers to both Planet Fitness, Inc. and Pla-Fit Holdings throughout the remainder of these notes.

As of March 31, 2020, Planet Fitness, Inc. held 100.0% of the voting interest and 92.5% of the economic interest of Pla-Fit Holdings and the holders of Holdings Units of Pla-Fit Holdings (the "Continuing LLC Owners") held the remaining 7.5% economic interest in Pla-Fit Holdings.

(2) Summary of Significant Accounting Policies

(a) Basis of presentation and consolidation

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Accordingly, these interim financial statements do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of the results of operations, financial position and cash flows for the periods presented have been reflected. All significant intercompany balances and transactions have been eliminated in consolidation.

The condensed consolidated financial statements as of and for the three months ended March 31, 2020 and 2019 are unaudited. The condensed consolidated balance sheet as of December 31, 2019 has been derived from the audited financial statements at that date but does not include all of the disclosures required by U.S. GAAP. These interim condensed consolidated financial statements should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2019 (the "Annual Report") filed with the SEC on February 28, 2020. Operating results for the interim periods are not necessarily indicative of the results that may be expected for the full year.

As discussed in Note 1, Planet Fitness, Inc. consolidates Pla-Fit Holdings. The Company also consolidates entities in which it has a controlling financial interest, the usual condition of which is ownership of a majority voting interest. The Company also considers

Planet Fitness, Inc. and subsidiaries
Notes to Condensed Consolidated financial statements
(Unaudited)
(Amounts in thousands, except share and per share amounts)

for consolidation certain interests where the controlling financial interest may be achieved through arrangements that do not involve voting interests. Such an entity, known as a variable interest entity ("VIE"), is required to be consolidated by its primary beneficiary. The primary beneficiary of a VIE is considered to possess the power to direct the activities of the VIE that most significantly impact its economic performance and has the obligation to absorb losses or the rights to receive benefits from the VIE that are significant to it. The principal entities in which the Company possesses a variable interest include franchise entities and certain other entities. The Company is not deemed to be the primary beneficiary for Planet Fitness franchise entities. Therefore, these entities are not consolidated.

The results of the Company have been consolidated with Matthew Michael Realty LLC ("MMR"), PF Melville LLC ("PF Melville"), and Planet Fitness NAF, LLC (the "NAF") based on the determination that the Company is the primary beneficiary with respect to these VIEs. MMR and PF Melville are real estate holding companies that derive a majority of their financial support from the Company through lease agreements for corporate stores. See Note 3 for further information related to the Company's VIEs. The NAF is an advertising fund on behalf of which the Company collects 2% of gross monthly membership dues from franchisees, in accordance with the provisions of the franchise agreements, and uses the amounts received to support our national marketing campaigns, our social media platforms and the development of local advertising materials.

(b) Use of estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Although these estimates are based on management's knowledge of current events and actions it may undertake in the future, they may ultimately differ from actual results. Significant areas where estimates and judgments are relied upon by management in the preparation of the consolidated financial statements include revenue recognition, valuation of assets and liabilities in connection with acquisitions, valuation of equity-based compensation awards, the evaluation of the recoverability of goodwill and long-lived assets, including intangible assets, income taxes, including deferred tax assets and liabilities and reserves for unrecognized tax benefits, the liability for the Company's tax benefit arrangements, and the value of the lease liability and related right-of-use asset recorded in accordance with ASC 842 (see Note 7).

(c) Fair Value

ASC 820, *Fair Value Measurements and Disclosures*, establishes a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. Categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The three levels are defined as follows:

Level 1—Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2—Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3—Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The carrying value and estimated fair value of long-term debt as of March 31, 2020 and December 31, 2019 were as follows:

	March 31, 2020		December 31, 2019	
	Carrying value	**Estimated fair value(1)**	**Carrying value**	**Estimated fair value(1)**
Long-term debt	$ 1,730,625	$ 1,498,371	$ 1,735,000	$ 1,765,805
Variable Funding Notes	$ 75,000	$ 75,000	$ —	$ —

(1) The Company's Variable Funding Notes are a variable rate loan and the fair value of this loan approximates book value based on the borrowing rates currently available for variable rate loans obtained from third party lending institutions. The estimated fair value of our fixed rate long-term debt is estimated primarily based on current bid prices for our long-term debt. Judgment is required to develop these estimates. As such, the fair value of our long-term debt is classified within Level 2, as defined under U.S. GAAP.

As a result of the COVID-19 pandemic, the fair value of our long-term debt has fluctuated significantly during the first quarter and may continue to fluctuate based on market conditions and other factors.

Planet Fitness, Inc. and subsidiaries
Notes to Condensed Consolidated financial statements
(Unaudited)
(Amounts in thousands, except share and per share amounts)

(d) Recent accounting pronouncements

The FASB issued ASU No. 2017-4, *Intangibles–Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment,* in January 2017. This guidance eliminates the requirement to calculate the implied fair value, essentially eliminating step two from the goodwill impairment test. The new standard requires goodwill impairment to be based upon the results of step one of the impairment test, which is defined as the excess of the carrying value of a reporting unit over its fair value. The impairment charge will be limited to the amount of goodwill allocated to that reporting unit. The Company adopted this guidance on January 1, 2020 noting no material impact on the Company's consolidated financial statements.

The FASB issued ASU No. 2018-15, *Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract*, in August 2018. The guidance helps align the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include an internal-use software license). The Company adopted this guidance on January 1, 2020 on a prospective basis, noting no material impact on the Company's consolidated financial statements.

(3) Variable Interest Entities

The carrying values of VIEs included in the consolidated financial statements as of March 31, 2020 and December 31, 2019 are as follows:

	March 31, 2020		December 31, 2019	
	Assets	Liabilities	Assets	Liabilities
PF Melville	$ 2,642	$ —	$ 2,682	$ —
MMR	2,180	—	2,206	—
Total	$ 4,822	$ —	$ 4,888	$ —

The Company also has variable interests in certain franchisees mainly through the guarantee of lease agreements. The Company's maximum obligation, as a result of its guarantees of leases, is approximately $14,478 and $10,309 as of March 31, 2020 and December 31, 2019, respectively.

The amount of the Company's maximum obligation represents a loss that the Company could incur from the variability in credit exposure without consideration of possible recoveries through insurance or other means. In addition, the amount bears no relation to the estimated fair value of the guarantees, which is not material. In 2019, in connection with a real estate partnership, the Company began guaranteeing certain leases of its franchisees up to a maximum period of ten years with earlier expiration dates possible if certain conditions are met.

Planet Fitness, Inc. and subsidiaries
Notes to Condensed Consolidated financial statements
(Unaudited)
(Amounts in thousands, except share and per share amounts)

(4) Acquisitions

New Jersey Acquisition

On December 16, 2019, the Company purchased from one of its franchisees certain assets associated with twelve franchisee-owned stores in New Jersey for a cash payment of $37,812. As a result of the transaction, the Company incurred a loss on unfavorable reacquired franchise rights of $1,810. The loss incurred reduced the net purchase price to $36,002. The Company financed the purchase through cash on hand. The acquired stores are included in the Corporate-owned stores segment.

The purchase consideration was allocated as follows:

		Amount
Fixed assets	$	3,044
Reacquired franchise rights		9,480
Customer relationships		940
Favorable leases, net		1,508
Reacquired area development rights		90
Other assets		314
Goodwill		21,069
Liabilities assumed, including deferred revenues		(443)
	$	36,002

The goodwill created through the purchase is attributable to the assumed future value of the cash flows from the stores acquired. The goodwill is amortizable and deductible for tax purposes over 15 years.

The acquisition was not material to the results of operations of the Company.

Maine Acquisition

On May 30, 2019, the Company purchased from one of its franchisees certain assets associated with four franchisee-owned stores in Maine for a cash payment of $14,801. The Company financed the purchase through cash on hand. The acquired stores are included in the Corporate-owned stores segment.

The purchase consideration was allocated as follows:

		Amount
Fixed assets	$	999
Reacquired franchise rights		6,740
Customer relationships		30
Unfavorable leases, net		(140)
Other assets		78
Goodwill		7,239
Liabilities assumed, including deferred revenues		(145)
	$	14,801

The goodwill created through the purchase is attributable to the assumed future value of the cash flows from the stores acquired. The goodwill is amortizable and deductible for tax purposes over 15 years.

The acquisition was not material to the results of operations of the Company.

Mexico Acquisition

On March 19, 2020, the franchisee in Mexico exercised a put option that will require the Company to acquire their franchisee-owned stores in Mexico. The transaction has not closed as of March 31, 2020, and therefore there is no preliminary purchase price allocation. The Company analyzed the contract and estimates that the purchase price will approximate fair value of the acquired assets.

(Amounts in thousands, except share and per share amounts)

(5) Goodwill and Intangible Assets

A summary of goodwill and intangible assets at March 31, 2020 and December 31, 2019 is as follows:

March 31, 2020	Weighted average amortization period (years)		Gross carrying amount		Accumulated amortization		Net carrying Amount
Customer relationships	11.0	$	174,033	$	(115,313)	$	58,720
Reacquired franchise rights	8.0		37,660		(13,271)		24,389
			211,693		(128,584)		83,109
Indefinite-lived intangible:							
Trade and brand names	N/A		146,600		—		146,600
Total intangible assets		$	358,293	$	(128,584)	$	229,709
Goodwill		$	227,821	$	—	$	227,821

December 31, 2019	Weighted average amortization period (years)		Gross carrying amount		Accumulated amortization		Net carrying Amount
Customer relationships	11.0	$	174,033	$	(112,114)	$	61,919
Reacquired franchise rights	8.0		37,660		(12,258)		25,402
			211,693		(124,372)		87,321
Indefinite-lived intangible:							
Trade and brand names	N/A		146,600		—		146,600
Total intangible assets		$	358,293	$	(124,372)	$	233,921
Goodwill		$	227,821	$	—	$	227,821

The Company determined that no impairment charges were required during any periods presented.

Amortization expense related to the intangible assets totaled $4,223 and $4,005 for the three months ended March 31, 2020 and 2019, respectively. The anticipated annual amortization expense related to intangible assets to be recognized in future years as of March 31, 2020 is as follows:

		Amount
Remainder of 2020	$	12,634
2021		16,636
2022		16,728
2023		16,558
2024		14,067
Thereafter		6,486
Total	$	83,109

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(6) Long-Term Debt

Long-term debt as of March 31, 2020 and December 31, 2019 consists of the following:

	March 31, 2020	December 31, 2019
2018-1 Class A-2-I notes	$ 566,375	$ 567,813
2018-1 Class A-2-II notes	615,625	617,187
2019-1 Class A-2 notes	548,625	550,000
Borrowings under Variable Funding Notes	75,000	—
Total debt, excluding deferred financing costs	1,805,625	1,735,000
Deferred financing costs, net of accumulated amortization	(28,398)	(29,995)
Total debt	1,777,227	1,705,005
Current portion of long-term debt	17,500	17,500
Long-term debt and borrowings under Variable Funding Notes, net of current portion	$ 1,759,727	$ 1,687,505

Future annual principal payments of long-term debt as of March 31, 2020 are as follows:

	Amount
Remainder of 2020	$ 13,125
2021	17,500
2022	568,063
2023	86,750
2024	11,750
Thereafter	1,108,437
Total	$ 1,805,625

On August 1, 2018, Planet Fitness Master Issuer LLC (the “Master Issuer”), a limited-purpose, bankruptcy remote, wholly-owned indirect subsidiary of Pla-Fit Holdings, LLC, entered into a base indenture and a related supplemental indenture (collectively, the “2018 Indenture”) under which the Master Issuer may issue multiple series of notes. On the same date, the Master Issuer issued Series 2018-1 4.262% Fixed Rate Senior Secured Notes, Class A-2-I (the “2018 Class A-2-I Notes”) with an initial principal amount of $575,000 and Series 2018-1 4.666% Fixed Rate Senior Secured Notes, Class A-2-II (the “2018 Class A-2-II Notes” and, together with the 2018 Class A-2-I Notes, the “2018 Notes”) with an initial principal amount of $625,000. In connection with the issuance of the 2018 Notes, the Master Issuer also entered into a revolving financing facility that allows for the incurrence of up to $75,000 in revolving loans and/or letters of credit under the Master Issuer’s Series 2018-1 Variable Funding Senior Notes, Class A-1 (the “Variable Funding Notes”). The Company fully drew down on the Variable Funding Notes on March 20, 2020. Outstanding amounts under the Variable Funding Notes bear interest at a variable rate, which is currently 2.95%. On December 3, 2019 the Master Issuer issued Series 2019-1 3.858% Fixed Rate Senior Secured Notes, Class A-2 (the “2019 Notes” and, together with the 2018 Notes, the “Notes”) with an initial principal amount of $550,000. The 2019 Notes were issued under the 2018 Indenture and a related supplemental indenture dated December 3, 2019 (together, the “Indenture”). Together the Notes and Variable Funding Notes will be referred to as the “Securitized Senior Notes”.

The Notes were issued in a securitization transaction pursuant to which most of the Company’s domestic revenue-generating assets, consisting principally of franchise-related agreements, certain corporate-owned store assets, equipment supply agreements and intellectual property and license agreements for the use of intellectual property, were assigned to the Master Issuer and certain other limited-purpose, bankruptcy remote, wholly-owned indirect subsidiaries of the Company that act as guarantors of the Securitized Senior Notes and that have pledged substantially all of their assets to secure the Securitized Senior Notes.

Interest and principal payments on the Notes are payable on a quarterly basis. The requirement to make such quarterly principal payments on the Notes is subject to certain financial conditions set forth in the Indenture. The legal final maturity date of the 2018 Notes is in September 2048, but it is anticipated that, unless earlier prepaid to the extent permitted under the Indenture, the 2018 Class A-2-I Notes will be repaid in September 2022 and the 2018 Class A-2-II Notes will be repaid in September 2025. The legal final maturity date of the 2019 Notes is in December 2049, but it is anticipated that, unless earlier prepaid to the extent permitted under the Indenture, the 2019 Notes will be repaid in December 2029 (together, the “Anticipated Repayment Dates”). If the Master

Issuer has not repaid or refinanced the Notes prior to the respective Anticipated Repayment Dates, additional interest will accrue pursuant to the Indenture.

As noted above, the Company borrowed the full $75,000 in Variable Funding Notes on March 20, 2020 at a current rate of 2.95%. The Variable Funding Notes accrue interest at a variable interest rate based on (i) the prime rate, (ii) overnight federal funds rates, (iii) the London interbank offered rate for U.S. Dollars, or (iv) with respect to advances made by conduit investors, the weighted average cost of, or related to, the issuance of commercial paper allocated to fund or maintain such advances, in each case plus any applicable margin and as specified in the Variable Funding Notes. There is a commitment fee on the unused portion of the Variable Funding Notes of 0.5% based on utilization. It is anticipated that the principal and interest on the Variable Funding Notes will be repaid in full on or prior to September 2023, subject to two additional one-year extension options. Following the anticipated repayment date (and any extensions thereof) additional interest will accrue on the Variable Funding Notes equal to 5.0% per year.

In connection with the issuance of the 2018 Notes and 2019 Notes, the Company incurred debt issuance costs of $27,133 and $10,577, respectively. The debt issuance costs are being amortized to “Interest expense” through the Anticipated Repayment Dates of the Notes utilizing the effective interest rate method.

The Securitized Senior Notes are subject to covenants and restrictions customary for transactions of this type, including (i) that the Master Issuer maintains specified reserve accounts to be used to make required payments in respect of the Securitized Senior Notes, (ii) provisions relating to optional and mandatory prepayments and the related payment of specified amounts, including specified make-whole payments in the case of the Notes under certain circumstances, (iii) certain indemnification payments in the event, among other things, the assets pledged as collateral for the Securitized Senior Notes are in stated ways defective or ineffective, (iv) a cap on non-securitized indebtedness of $50 million (provided that the Company may incur non-securitized indebtedness in excess of such amount, subject to the leverage ratio cap described below, under certain conditions, including if the relevant lenders execute a non-disturbance agreement that acknowledges the bankruptcy-remote status of the Master Issuer and its subsidiaries and of their respective assets), (v) a leverage ratio cap on the Company of 7.0x (calculated without regard for any indebtedness subject to the $50 million cap) and (vi) covenants relating to recordkeeping, access to information and similar matters.

Pursuant to a parent company support agreement, we have agreed to cause our subsidiary to perform each of its obligations (including any indemnity obligations) and duties under the Management Agreement and under the contribution agreements entered into in connection with the securitized financing facility, in each case as and when due. To the extent that our subsidiary has not performed any such obligation or duty within the prescribed time frame after such obligation or duty was required to be performed, we have agreed to either (i) perform such obligation or duty or (ii) cause such obligations or duties to be performed on our behalf.

The Securitized Senior Notes are also subject to customary rapid amortization events provided for in the Indenture, including events tied to failure to maintain stated debt service coverage ratios, certain manager termination events, an event of default, and the failure to repay or refinance the Notes on the applicable scheduled Anticipated Repayment Dates. The Securitized Senior Notes are also subject to certain customary events of default, including events relating to non-payment of required interest, principal, or other amounts due on or with respect to the Securitized Senior Notes, failure to comply with covenants within certain time frames, certain bankruptcy events, breaches of specified representations and warranties, failure of security interests to be effective, and certain judgments.

In accordance with the Indenture, certain cash accounts have been established with the Indenture trustee (the “Trustee”) for the benefit of the trustee and the noteholders, and are restricted in their use. The Company holds restricted cash which primarily represents cash collections held by the Trustee, interest, principal, and commitment fee reserves held by the Trustee related to the Securitized Senior Notes. As of March 31, 2020, the Company had restricted cash held by the Trustee of $63,226. Restricted cash has been combined with cash and cash equivalents when reconciling the beginning and end of period balances in the consolidated statements of cash flows.

(7) Leases

The Company leases space to operate corporate-owned stores, equipment, office, and warehouse space. Leases with an initial term of 12 months or less are not recorded on the balance sheet; we recognize lease expense for these leases on a straight-line basis over the lease term. For leases beginning in 2019 and later, we account for fixed lease and non-lease components together as a single, combined lease component. Variable lease costs, which may include common area maintenance, insurance, and taxes are not included in the lease liability and are expensed in the period incurred.

Our corporate-owned store leases generally have remaining terms of one to ten years, and typically include one or more renewal options, with renewal terms that can generally extend the lease term from three to ten years or more. The exercise of lease renewal options is at our sole discretion. The Company includes options to renew in the expected term when they are reasonably certain to be exercised. The depreciable life of assets and leasehold improvements are limited by the expected lease term.

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Operating lease assets and liabilities are recognized at the lease commencement date. Operating lease liabilities represent the present value of lease payments not yet paid. Operating lease ROU assets represent our right to use an underlying asset and are based upon the operating lease liabilities adjusted for prepayments or accrued lease payments, initial direct costs and lease incentives. To determine the present value of lease payments not yet paid, we estimate incremental secured borrowing rates corresponding to the maturities of the leases based upon interpolated rates using our Class A-2 Notes.

The Company has certain non-real estate leases that are accounted for as finance leases under ASC 842, which is similar to the accounting for capital leases under the previous standard. These leases are immaterial, and therefore the Company has not included them in them in the tables below, except for their location on the consolidated balance sheet.

Our leases typically contain rent escalations over the lease term. We recognize expense for these leases on a straight-line basis over the lease term. Additionally, tenant incentives used to fund leasehold improvements are recognized when earned and reduce our ROU asset related to the lease. These tenant incentives are amortized as reduction of rent expense over the lease term.

Our lease agreements do not contain any material residual value guarantees or material restrictive covenants.

Leases	Classification	March 31, 2020	December 31, 2019
Assets			
Operating lease assets	Right of use asset, net	$ 150,284	$ 155,633
Finance lease assets	Property and equipment, net of accumulated depreciation	314	309
Total lease assets		$ 150,598	$ 155,942
Liabilities			
Current:			
Operating	Other current liabilities	$ 17,075	$ 16,755
Noncurrent:			
Operating	Lease liabilities, net of current portion	148,006	152,920
Financing	Other liabilities	339	333
Total lease liabilities		$ 165,420	$ 170,008
Weighted-average remaining lease term (years) - operating leases		8.4	
Weighted-average discount rate - operating leases		5.0%	

During the three months ended March 31, 2020 and 2019, the components of lease cost were as follows:

	Three months ended March 31, 2020	Three months ended March 31, 2019
Operating lease cost	$ 6,392	$ 4,845
Variable lease cost	2,372	1,941
Total lease cost	$ 8,764	$ 6,786

The Company’s costs related to short-term leases, those with a duration between one and twelve months, were immaterial.

Supplemental disclosures of cash flow information related to leases were as follows:

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	Three months ended March 31, 2020	Three months ended March 31, 2019
Cash paid for lease liabilities	$ 5,798	$ 4,647

As of March 31, 2020, maturities of lease liabilities were as follows:

	Amount
Remainder of 2020	$ 24,498
2021	25,373
2022	25,964
2023	25,434
2024	23,376
Thereafter	89,831
Total lease payments	$ 214,476
Less: imputed interest	49,056
Present value of lease liabilities	$ 165,420

As of March 31, 2020, operating lease payments exclude approximately $30,598 of legally binding minimum lease payments for leases signed but not yet commenced.

(8) Revenue recognition

Contract Liabilities

Contract liabilities consist primarily of deferred revenue resulting from initial and renewal franchise fees and area development agreement ("ADA") fees paid by franchisees, as well as transfer fees, which are generally recognized on a straight-line basis over the term of the underlying franchise agreement. Also included are corporate-owned store enrollment fees, annual fees and monthly fees as well as deferred equipment rebates relating to our equipment business. We classify these contract liabilities as deferred revenue in our condensed consolidated balance sheets.

Additionally, as of March 31, 2020, due to temporary store closures as a result of the COVID-19 pandemic, the Company deferred approximately $24.6 million of corporate-owned store and franchise revenue related to monthly membership billings that it will recognize as the stores reopen.

The following table reflects the change in contract liabilities between December 31, 2019 and March 31, 2020.

	Contract liabilities
Balance at December 31, 2019	$ 62,054
Revenue recognized that was included in the contract liability at the beginning of the year	(13,511)
Increase, excluding amounts recognized as revenue during the period	39,243
Balance at March 31, 2020	$ 87,786

The following table illustrates estimated revenues expected to be recognized in the future related to performance obligations that are unsatisfied (or partially unsatisfied) as of March 31, 2020. The Company has elected to exclude short term contracts, sales and usage based royalties and any other variable consideration recognized on an "as invoiced" basis.

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Contract liabilities to be recognized in:		Amount
Remainder of 2020	$	51,458
2021		5,051
2022		3,540
2023		3,434
2024		3,185
Thereafter		21,118
Total	$	87,786

(9) Related Party Transactions

Amounts due from related parties of $420 as of March 31, 2020 recorded within other receivables on the condensed consolidated balance sheet relate to a potential indemnification reimbursement for an outstanding legal matter, see Note 13.

Activity with entities considered to be related parties is summarized below:

	For the three months ended March 31,			
	2020		2019	
Franchise revenue	$	500	$	523
Equipment revenue		93		—
Total revenue from related parties	$	593	$	523

Additionally, the Company had deferred franchise agreement and area development agreement revenue from related parties of $260 and $256 as of March 31, 2020 and December 31, 2019, respectively.

The Company had payables to related parties pursuant to tax benefit arrangements of $31,784 and $53,491, as of March 31, 2020 and December 31, 2019, respectively (see Note 12).

The Company provides administrative services to the NAF and charges NAF a fee for providing these services. The services provided include accounting services, information technology, data processing, product development, legal and administrative support, and other operating expenses, which amounted to $569 and $674 for the three months ended March 31, 2020 and 2019, respectively.

In the three months ended March 31, 2020, the Company incurred approximately $49, which is included within selling, general and administrative expense on the consolidated statements of operations, for corporate travel to a third-party company which is affiliated with our Chief Executive Officer.

(10) Stockholder's Equity

Pursuant to the exchange agreement between the Company and the Continuing LLC Owners, the Continuing LLC Owners (or certain permitted transferees thereof) have the right, from time to time and subject to the terms of the exchange agreement, to exchange their Holdings Units, along with a corresponding number of shares of Class B common stock, for shares of Class A common stock (or cash at the option of the Company) on a one-for-one basis, subject to customary conversion rate adjustments for stock splits, stock dividends, reclassifications and similar transactions. In connection with any exchange of Holdings Units for shares of Class A common stock by a Continuing LLC Owner, the number of Holdings Units held by the Company is correspondingly increased as it acquires the exchanged Holdings Units, and a corresponding number of shares of Class B common stock are canceled.

During the three months ended March 31, 2020, certain existing holders of Holdings Units exercised their exchange rights and exchanged 2,060,443 Holdings Units for 2,060,443 newly-issued shares of Class A common stock. Simultaneously, and in connection with these exchanges, 2,060,443 shares of Class B common stock were surrendered by the holders of Holdings Units that exercised their exchange rights and canceled. Additionally, in connection with these exchanges, Planet Fitness, Inc. received 2,060,443 Holdings Units, increasing its total ownership interest in Pla-Fit Holdings.

As a result of the above transactions, as of March 31, 2020:

- Holders of our Class A common stock owned 79,927,858 shares of our Class A common stock, representing 92.5% of the voting power in the Company and, through the Company, 79,927,858 Holdings Units representing 92.5% of the economic interest in Pla-Fit Holdings; and

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- the Continuing LLC Owners collectively owned 6,501,477 Holdings Units, representing 7.5% of the economic interest in Pla-Fit Holdings, and 6,501,477 shares of our Class B common stock, representing 7.5% of the voting power in the Company.

Share repurchase program

2019 share repurchase program

On November 5, 2019, our board of directors approved a share repurchase program of up to $500,000.

On December 4, 2019, the Company entered into a $300,000 accelerated share repurchase agreement (the “2019 ASR Agreement”) with JPMorgan Chase Bank, N.A. (“JPMC”). Pursuant to the terms of the 2019 ASR Agreement, on December 5, 2019, the Company paid JPMC $300,000 upfront in cash and received 3,289,924 shares of the Company’s Class A common stock, which were retired, and the Company elected to record as a reduction to retained earnings of $240,000. Final settlement of the ASR Agreement occurred on March 2, 2020. At final settlement, JPMC delivered 666,961 additional shares of the Company’s Class A common stock, based on a weighted average cost per share of $75.82 over the term of the 2019 ASR Agreement, which were retired. This had been evaluated as an unsettled forward contract indexed to our own stock, with $60,000 classified as a reduction to retained earnings at the original date of payment.

On March 18, 2020, the Company announced the suspension of its 2019 share repurchase program. If the 2019 share repurchase program is reinstated, the timing of purchases and amount of stock repurchased will be subject to the Company’s discretion and will depend on market and business conditions, the Company’s general working capital needs, stock price, applicable legal requirements and other factors. Our ability to repurchase shares at any particular time is also subject to the terms of the Indenture governing the Securitized Senior Notes. Purchases may be effected through one or more open market transactions, privately negotiated transactions, transactions structured through investment banking institutions, or a combination of the foregoing. The Company may reinstate or terminate the program at any time.

2018 share repurchase program

On August 3, 2018, our board of directors approved an increase to the total amount of the previously approved share repurchase program to $500,000.

On November 13, 2018, the Company entered into a $300,000 accelerated share repurchase agreement (the “2018 ASR Agreement”) with Citibank, N.A. (“Citibank”). Pursuant to the terms of the 2018 ASR Agreement, on November 14, 2018, the Company paid Citibank $300,000 upfront in cash and received 4,607,410 shares of the Company’s Class A common stock, which were retired, and the Company elected to record as a reduction to retained earnings of $240,000. Final settlement of the 2018 ASR Agreement occurred on April 30, 2019. At final settlement, Citibank delivered 524,124 additional shares of the Company’s Class A common stock, based on a weighted average cost per share of $58.46 over the term of the 2018 ASR agreement, which were retired. This had been evaluated as an unsettled forward contract indexed to our own stock, with $60,000 classified as a reduction to retained earnings at the original date of payment.

During the three months ended September 30, 2019, the Company purchased 2,272,001 shares of its Class A common stock for an average purchase price of $69.51 per share, completing its previously approved $500,000 share repurchase program.

Preferred stock

The Company had 50,000,000 preferred stock shares authorized and none issued or outstanding for the three months ended March 31, 2020 and 2019.

(11) Earnings Per Share

Basic earnings per share of Class A common stock is computed by dividing net income attributable to Planet Fitness, Inc. by the weighted-average number of shares of Class A common stock outstanding during the same period. Diluted earnings per share of Class A common stock is computed by dividing net income attributable to Planet Fitness, Inc. by the weighted-average number of shares of Class A common stock outstanding adjusted to give effect to potentially dilutive securities.

Shares of the Company’s Class B common stock do not share in the earnings or losses attributable to Planet Fitness, Inc. and are therefore not participating securities. As such, separate presentation of basic and diluted earnings per share of Class B common stock under the two-class method has not been presented. Shares of the Company’s Class B common stock are, however, considered potentially dilutive shares of Class A common stock because shares of Class B common stock, together with the related Holdings Units, are exchangeable into shares of Class A common stock on a one-for-one basis.

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The following table sets forth reconciliations used to compute basic and diluted earnings per share of Class A common stock:

	Three months ended March 31,	
	2020	2019
Numerator		
Net income	$ 10,383	$ 31,639
Less: net income attributable to non-controlling interests	1,776	4,230
Net income attributable to Planet Fitness, Inc.	$ 8,607	$ 27,409
Denominator		
Weighted-average shares of Class A common stock outstanding - basic	79,098,468	83,805,545
Effect of dilutive securities:		
Stock options	574,286	569,864
Restricted stock units	50,614	49,866
Weighted-average shares of Class A common stock outstanding - diluted	79,723,368	84,425,275
Earnings per share of Class A common stock - basic	$ 0.11	$ 0.33
Earnings per share of Class A common stock - diluted	$ 0.11	$ 0.32

Weighted average shares of Class B common stock of 7,777,435 and 9,238,948 for the three months ended March 31, 2020 and 2019, respectively, were evaluated under the if-converted method for potential dilutive effects and were determined to be anti-dilutive. Weighted average stock options outstanding of 114,342 and 29,285 for the three months ended March 31, 2020 and 2019, respectively, were evaluated under the treasury stock method for potential dilutive effects and were determined to be anti-dilutive. Weighted average restricted stock units outstanding of 2,827 and 0 for the three months ended March 31, 2020 and 2019, respectively, were evaluated under the treasury stock method for potential dilutive effects and were determined to be anti-dilutive.

(12) Income Taxes

The Company is the sole managing member of Pla-Fit Holdings, which is treated as a partnership for U.S. federal and certain state and local income taxes. As a partnership, Pla-Fit Holdings is not subject to U.S. federal and certain state and local income taxes. Any taxable income or loss generated by Pla-Fit Holdings is passed through to and included in the taxable income or loss of its members, including the Company, on a pro-rata basis.

Planet Fitness, Inc. is subject to U.S. federal income taxes, in addition to state and local income taxes with respect to our allocable share of any taxable income of Pla-Fit Holdings. The Company's effective tax rate was 32.0% and 14.3% for the three months ended March 31, 2020 and 2019, respectively. The effective tax rate for the three months ended March 31, 2020 differed from the U.S. federal statutory rate of 21% primarily due to state and local taxes, the recognition of a tax expense from the remeasurement of the Company's net deferred tax assets, partially offset by income attributable to non-controlling interest. The effective tax rate for the three months ended March 31, 2019 differed from the U.S. federal statutory rate of 21% primarily due the recognition of a tax benefit from the remeasurement of the Company's net deferred tax assets, and income attributable to non-controlling interest, offset by state and local taxes. The Company was also subject to taxes in foreign jurisdictions. Undistributed earnings of foreign operations were not material for the three months ended March 31, 2020 and 2019.

Net deferred tax assets of $455,183 and $411,177 as of March 31, 2020 and December 31, 2019, respectively, relate primarily to the tax effects of temporary differences in the book basis as compared to the tax basis of our investment in Pla-Fit Holdings as a result of the secondary offerings, other exchanges, recapitalization transactions and the IPO. As of March 31, 2020, the Company has federal net operating loss carryforwards of $20,313.

As of March 31, 2020 and December 31, 2019, the total liability related to uncertain tax positions was $420. The Company recognizes interest accrued and penalties, if applicable, related to unrecognized tax benefits in income tax expense. Interest and penalties for the three months ended March 31, 2020 and 2019 were not material.

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Tax benefit arrangements

The Company's acquisition of Holdings Units in connection with the IPO and future and certain past exchanges of Holdings Units for shares of the Company's Class A common stock (or cash at the option of the Company) are expected to produce and have produced favorable tax attributes. In connection with the IPO, the Company entered into two tax receivable agreements. Under the first of those agreements, the Company generally is required to pay to certain existing and previous equity owners of Pla-Fit Holdings (the "TRA Holders") 85% of the applicable tax savings, if any, in U.S. federal and state income tax that the Company is deemed to realize as a result of certain tax attributes of their Holdings Units sold to the Company (or exchanged in a taxable sale) and that are created as a result of (i) the exchanges of their Holdings Units for shares of Class A common stock and (ii) tax benefits attributable to payments made under the tax receivable agreement (including imputed interest). Under the second tax receivable agreement, the Company generally is required to pay to TSG AIV II-A L.P and TSG PF Co-Investors A L.P. (the "Direct TSG Investors") 85% of the amount of tax savings, if any, that the Company is deemed to realize as a result of the tax attributes of the Holdings Units held in respect of the Direct TSG Investors' interest in the Company, which resulted from the Direct TSG Investors' purchase of interests in Pla-Fit Holdings in 2012, and certain other tax benefits. Under both agreements, the Company generally retains the benefit of the remaining 15% of the applicable tax savings.

During the three months ended March 31, 2020, 2,060,443 Holdings Units were exchanged by the TRA Holders for newly issued shares of Class A common stock, resulting in an increase in the tax basis of the net assets of Pla-Fit Holdings subject to the provisions of the tax receivable agreements. As a result of the change in Planet Fitness, Inc.'s ownership percentage of Pla-Fit Holdings, we recorded a decrease to our net deferred tax assets of $1,331 during the three months ended March 31, 2020. As a result of these exchanges, during the three months ended March 31, 2020, we also recognized deferred tax assets in the amount of $49,518, and corresponding tax benefit arrangement liabilities of $41,997, representing approximately 85% of the tax benefits due to the TRA Holders. The offset to the entries recorded in connection with exchanges was to equity.

As of March 31, 2020 and December 31, 2019, the Company had a liability of $468,711 and $427,216, respectively, related to its projected obligations under the tax benefit arrangements. Projected future payments under the tax benefit arrangements are as follows:

	Amount
Remainder of 2020	$ 26,468
2021	27,260
2022	30,462
2023	30,999
2024	31,636
Thereafter	321,886
Total	$ 468,711

(13) Commitments and contingencies

From time to time, and in the ordinary course of business, the Company is subject to various claims, charges, and litigation, such as employment-related claims and slip and fall cases.

On May 3, 2019, the Company and other defendants received a joint and several judgment against them in the amount of $6,300, inclusive of accrued interest, in a civil action brought by a former employee. As of March 31, 2020, the Company has estimated its obligation related to this matter to be approximately $1,260, which is included in other current liabilities on the condensed consolidated balance sheet. In connection with 2012 acquisition of Pla-Fit Holdings on November 8, 2012, the sellers are obligated to indemnify the Company related to this specific matter. The Company has therefore recorded an offsetting indemnification receivable of $1,260 in other receivables on the Company's condensed consolidated balance sheet, of which $420 is due from a related party. The Company has incurred, and may incur in the future, legal costs on behalf of the defendants in the case, which include a related party. These costs have not been and are not expected to be material in the future.

The Company is not currently aware of any other legal proceedings or claims that the Company believes will have, individually or in the aggregate, a material adverse effect on the Company's financial position or result of operations.

(Amounts in thousands, except share and per share amounts)

(14) Segments

The Company has three reportable segments: (i) Franchise; (ii) Corporate-owned stores; and (iii) Equipment.

The Company's operations are organized and managed by type of products and services and segment information is reported accordingly. The Company's chief operating decision maker (the "CODM") is its Chief Executive Officer. The CODM reviews financial performance and allocates resources by reportable segment. There have been no operating segments aggregated to arrive at the Company's reportable segments.

The Franchise segment includes operations related to the Company's franchising business in the United States, Puerto Rico, Canada, the Dominican Republic, Panama, Mexico and Australia, including revenues and expenses from the NAF. The Corporate-owned stores segment includes operations with respect to all corporate-owned stores throughout the United States and Canada. The Equipment segment includes the sale of equipment to our United States franchisee-owned stores.

The accounting policies of the reportable segments are the same as those described in Note 2. The Company evaluates the performance of its segments and allocates resources to them based on revenue and earnings before interest, taxes, depreciation, and amortization, referred to as Segment EBITDA. Revenues for all operating segments include only transactions with unaffiliated customers and include no intersegment revenues.

The tables below summarize the financial information for the Company's reportable segments for the three months ended March 31, 2020 and 2019. The "Corporate and other" category, as it relates to Segment EBITDA, primarily includes corporate overhead costs, such as payroll and related benefit costs and professional services which are not directly attributable to any individual segment.

	Three months ended March 31,	
	2020	2019
Revenue		
Franchise segment revenue - U.S.	$ 57,342	$ 64,396
Franchise segment revenue - International	1,187	1,366
Franchise segment total	58,529	65,762
Corporate-owned stores - U.S.	39,566	36,949
Corporate-owned stores - International	950	1,095
Corporate-owned stores total	40,516	38,044
Equipment segment - U.S.	28,186	45,011
Equipment segment total	28,186	45,011
Total revenue	$ 127,231	$ 148,817

Franchise segment revenue includes franchise revenue, NAF revenue, and commission income.

Franchise revenue includes revenue generated from placement services of $2,013 and $2,765 for the three months ended March 31, 2020 and 2019.

	Three months ended March 31,	
	2020	2019
Segment EBITDA		
Franchise	$ 36,746	$ 47,360
Corporate-owned stores	12,007	15,569
Equipment	6,367	10,407
Corporate and other	(8,748)	(13,562)
Total Segment EBITDA	$ 46,372	$ 59,774

Planet Fitness, Inc. and subsidiaries
Notes to Condensed Consolidated financial statements
(Unaudited)
(Amounts in thousands, except share and per share amounts)

The following table reconciles total Segment EBITDA to income before taxes:

	Three months ended March 31, 2020	Three months ended March 31, 2019
Total Segment EBITDA	$ 46,372	$ 59,774
Less:		
Depreciation and amortization	12,792	9,907
Other expense	(687)	(3,318)
Income from operations	34,267	53,185
Interest income	1,927	1,798
Interest expense	(20,240)	(14,749)
Other expense	(687)	(3,318)
Income before income taxes	$ 15,267	$ 36,916

The following table summarizes the Company’s assets by reportable segment:

	March 31, 2020	December 31, 2019
Franchise	$ 203,930	$ 193,504
Corporate-owned stores	477,501	471,234
Equipment	187,700	197,656
Unallocated	1,006,505	854,796
Total consolidated assets	$ 1,875,636	$ 1,717,190

The table above includes $892 and $1,039 of long-lived assets located in the Company’s international corporate-owned stores as of March 31, 2020 and December 31, 2019, respectively. All other assets are located in the U.S.

The following table summarizes the Company’s goodwill by reportable segment:

	March 31, 2020	December 31, 2019
Franchise	$ 16,938	$ 16,938
Corporate-owned stores	118,217	118,217
Equipment	92,666	92,666
Consolidated goodwill	$ 227,821	$ 227,821

Planet Fitness, Inc. and subsidiaries
Notes to Condensed Consolidated financial statements
(Unaudited)
(Amounts in thousands, except share and per share amounts)

(15) Corporate-Owned and Franchisee-Owned Stores

The following table shows changes in our corporate-owned and franchisee-owned stores for the three months ended March 31, 2020 and 2019:

	For the three months ended March 31,	
	2020	2019
Franchisee-owned stores:		
Stores operated at beginning of period	1,903	1,666
New stores opened	38	65
Stores debranded, sold or consolidated[(1)]	(1)	(1)
Stores operated at end of period[(2)]	1,940	1,730
Corporate-owned stores:		
Stores operated at beginning of period	98	76
New stores opened	1	—
Stores acquired from franchisees	—	—
Stores operated at end of period[(2)]	99	76
Total stores:		
Stores operated at beginning of period	2,001	1,742
New stores opened	39	65
Stores acquired, debranded, sold or consolidated[(1)]	(1)	(1)
Stores operated at end of period[(2)]	2,039	1,806

(1) The term “debrand” refers to a franchisee-owned store whose right to use the Planet Fitness brand and marks has been terminated in accordance with the franchise agreement. The Company retains the right to prevent debranded stores from continuing to operate as fitness centers. The term “consolidated” refers to the combination of a franchisee’s store with another store located in close proximity with our prior approval. This often coincides with an enlargement, re-equipment and/or refurbishment of the remaining store.

(2) The totals above reflect stores operating prior to temporary store closures related to the COVID-19 pandemic. All stores were closed in March 2020 in response to COVID-19 and remained closed as of March 31, 2020.

(16) Subsequent events

Subsequent to the end of the first quarter, the Company provided a short-term loan of approximately $8,950 to its third party payment processor related to amounts drafted by franchisee-owned stores in March that were not collected as part of the typical monthly process as a result of the impact of COVID-19. Repayment of this loan will occur over several months, once the stores reopen.

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Unless the context requires otherwise, references in this report to the "Company," "we," "us" and "our" refer to Planet Fitness, Inc. and its consolidated subsidiaries.

Overview

We are one of the largest and fastest-growing franchisors and operators of fitness centers in the United States by number of members and locations, with a highly recognized national brand. Our mission is to enhance people's lives by providing a high-quality fitness experience in a welcoming, non-intimidating environment, which we call the Judgement Free Zone, where anyone—and we mean anyone—can feel they belong. Our bright, clean stores are typically 20,000 square feet, with a large selection of high-quality, purple and yellow Planet Fitness-branded cardio, circuit- and weight-training equipment and friendly staff trainers who offer unlimited free fitness instruction to all our members in small groups through our PE@PF program. We offer this differentiated fitness experience at only $10 per month for our standard membership. This exceptional value proposition is designed to appeal to a broad population, including occasional gym users and the approximately 80% of the U.S. and Canadian populations over age 14 who are not gym members, particularly those who find the traditional fitness club setting intimidating and expensive. We and our franchisees fiercely protect Planet Fitness' community atmosphere—a place where you do not need to be fit before joining and where progress toward achieving your fitness goals (big or small) is supported and applauded by our staff and fellow members.

As of March 31, 2020, we had more than 15.5 million members and 2,039 stores in all 50 states, the District of Columbia, Puerto Rico, Canada, the Dominican Republic, Panama, Mexico and Australia. Of our 2,039 stores, 1,940 are franchised and 99 are corporate-owned. As of March 31, 2020, we had commitments to open more than 1,000 new stores under existing ADAs.

COVID-19 Impact

On March 11, 2020, the World Health Organization declared a global pandemic related to the COVID-19 outbreak. The pandemic has caused unprecedented economic volatility and uncertainty which has negatively impacted our recent operating results. In response to the COVID-19 pandemic, we proactively closed all of our stores system wide by March 22, 2020, the majority of which remain closed through the date of this filing. We have not recognized first quarter revenue related to monthly membership dues collected in March before stores closed, including royalty revenue and national advertising fund revenue. As previously announced, members will not be charged membership dues while our stores are closed and will be credited for any membership dues paid for periods when our stores were closed. In addition to these first quarter impacts we expect decreased new store development and remodels, as well as decreased replacement equipment sales for 2020 as a result of the COVID-19 pandemic.

We plan to reopen stores once local authorities issue guidelines authorizing the reopening of fitness centers and we determine it is safe to do so. We expect to recognize franchise revenue and corporate-owned store revenue associated with any March membership dues collected as stores reopen. The March deferrals have had a significant impact on our first quarter financial results.

The duration of the COVID-19 pandemic and the extent of its impact on our business cannot be reasonably estimated at this time. We anticipate that the COVID-19 pandemic will continue to negatively impact our operating results in future periods. In recognition of the uncertain impact, we previously withdrew our 2020 full-year guidance on March 30, 2020.

We have taken the following actions to efficiently manage the business, as well as increase liquidity and financial flexibility in order to mitigate the current and anticipated future impact of the COVID-19 pandemic on our business:

- Board of Director and Executive Compensation: The Company's Chief Executive Officer, President, Chief Financial and Chief Digital and Information Officers have significantly reduced their base salaries. In addition, the base salaries of other members of senior management were reduced in graduated amounts. The Board of Directors has suspended payment of the annual cash retainer to non-employee directors.
- Corporate-owned stores: We have temporarily furloughed all employees except the store manager at each corporate-owned store location while the store remains closed. These employees are able to continue receiving benefits from the Company.
- Corporate Office: Our corporate headquarters is closed and our employees are working remotely to ensure their well-being.
- Credit Facility: We fully drew down our $75.0 million Variable Funding Notes to provide additional liquidity.
- Share Repurchase: We have suspended share repurchases to preserve liquidity and flexibility.
- Capital Expenditures: Capital expenditures have been deferred, including new corporate-owned store openings and investments in existing corporate-owned stores.

Although we expect the COVID-19 pandemic to continue to negatively impact the Company's operations and cash flows, based on management's current expectations and currently available information, the Company believes current cash and cash from operations will be sufficient to meet its operating cash requirements, planned capital expenditures and interest and principal payments on the Securitized Senior Notes well into 2021.

Our segments

We operate and manage our business in three business segments: Franchise, Corporate-owned stores and Equipment. Our Franchise segment includes operations related to our franchising business in the United States, Puerto Rico, Canada, the Dominican Republic, Panama, Mexico and Australia, including revenues and expenses from the NAF. Our Corporate-owned stores segment includes operations with respect to all corporate-owned stores throughout the United States and Canada. The Equipment segment primarily includes the sale of equipment to our United States franchisee-owned stores. We evaluate the performance of our segments and allocate resources to them based on revenue and earnings before interest, taxes, depreciation and amortization, referred to as Segment EBITDA. Revenue and Segment EBITDA for all operating segments include only transactions with unaffiliated customers and do not include intersegment transactions. The tables below summarize the financial information for our segments for the three months ended March 31, 2020 and 2019. “Corporate and other,” as it relates to Segment EBITDA, primarily includes corporate overhead costs, such as payroll and related benefit costs and professional services that are not directly attributable to any individual segment.

(in thousands)	Three months ended March 31, 2020	Three months ended March 31, 2019
Revenue		
Franchise segment	$ 58,529	$ 65,762
Corporate-owned stores segment	40,516	38,044
Equipment segment	28,186	45,011
Total revenue	$ 127,231	$ 148,817
Segment EBITDA		
Franchise	$ 36,746	$ 47,360
Corporate-owned stores	12,007	15,569
Equipment	6,367	10,407
Corporate and other	(8,748)	(13,562)
Total Segment EBITDA[1]	$ 46,372	$ 59,774

(1) Total Segment EBITDA is equal to EBITDA, which is a metric that is not presented in accordance with U.S. GAAP. Refer to “—Non-GAAP financial measures” for a definition of EBITDA and a reconciliation to net income, the most directly comparable U.S. GAAP measure.

A reconciliation of income from operations to Segment EBITDA is set forth below:

(in thousands)	Franchise	Corporate-owned stores	Equipment	Corporate and other	Total
Three months ended March 31, 2020					
Income (loss) from operations	$ 34,824	$ 5,679	$ 5,105	$ (11,341)	$ 34,267
Depreciation and amortization	1,927	7,322	1,262	2,281	12,792
Other income (expense)	(5)	(994)	—	312	(687)
Segment EBITDA[1]	$ 36,746	$ 12,007	$ 6,367	$ (8,748)	$ 46,372
Three months ended March 31, 2019					
Income (loss) from operations	$ 45,365	$ 9,652	$ 9,148	$ (10,980)	$ 53,185
Depreciation and amortization	1,996	5,713	1,259	939	9,907
Other income (expense)	(1)	204	—	(3,521)	(3,318)
Segment EBITDA[1]	$ 47,360	$ 15,569	$ 10,407	$ (13,562)	$ 59,774

(1) Total Segment EBITDA is equal to EBITDA, which is a metric that is not presented in accordance with U.S. GAAP. Refer to “—Non-GAAP Financial Measures” for a definition of EBITDA and a reconciliation to net income, the most directly comparable U.S. GAAP measure.

How we assess the performance of our business

In assessing the performance of our business, we consider a variety of performance and financial measures. The key measures for determining how our business is performing include the number of new store openings, same store sales for both corporate-owned and franchisee-owned stores, EBITDA, Adjusted EBITDA, Segment EBITDA, Adjusted net income, and Adjusted net income per share, diluted. See "—Non-GAAP financial measures" below for our definition of EBITDA, Adjusted EBITDA, Adjusted net income, and Adjusted net income per share, diluted and why we present EBITDA, Adjusted EBITDA, Adjusted net income, and Adjusted net income per share, diluted, and for a reconciliation of our EBITDA, Adjusted EBITDA, and Adjusted net income to net income, the most directly comparable financial measure calculated and presented in accordance with U.S. GAAP, and a reconciliation of Adjusted net income per share, diluted to net income per share, diluted, the most directly comparable financial measure calculated and presented in accordance with U.S. GAAP.

Number of new store openings

The number of new store openings reflects stores opened during a particular reporting period for both corporate-owned and franchisee-owned stores. Opening new stores is an important part of our growth strategy and we expect the majority of our future new stores will be franchisee-owned. Before we obtain the certificate of occupancy or report any revenue for new corporate-owned stores, we incur pre-opening costs, such as rent expense, labor expense and other operating expenses. Some of our stores open with an initial start-up period of higher than normal marketing and operating expenses, particularly as a percentage of monthly revenue. New stores may not be profitable and their revenue may not follow historical patterns.

The following table shows the change in our corporate-owned and franchisee-owned store base for the three months ended March 31, 2020 and 2019:

	Three months ended March 31,	
	2020	2019
Franchisee-owned stores:		
Stores operated at beginning of period	1,903	1,666
New stores opened	38	65
Stores debranded, sold or consolidated(1)	(1)	(1)
Stores operated at end of period(2)	1,940	1,730
Corporate-owned stores:		
Stores operated at beginning of period	98	76
New stores opened	1	—
Stores operated at end of period(2)	99	76
Total stores:		
Stores operated at beginning of period	2,001	1,742
New stores opened	39	65
Stores acquired, debranded, sold or consolidated(1)	(1)	(1)
Stores operated at end of period(2)	2,039	1,806

(1) The term "debrand" refers to a franchisee-owned store whose right to use the Planet Fitness brand and marks has been terminated in accordance with the franchise agreement. We retain the right to prevent debranded stores from continuing to operate as fitness centers. The term "consolidated" refers to the combination of a franchisee's store with another store located in close proximity with our prior approval. This often coincides with an enlargement, re-equipment and/or refurbishment of the remaining store.

(2) The totals above reflect stores operating prior to temporary store closures related to the COVID-19 pandemic. All stores were closed in March 2020 in response to COVID-19 and remained closed as of March 31, 2020.

Same store sales

Same store sales refers to year-over-year sales comparisons for the same store sales base of both corporate-owned and franchisee-owned stores. We define the same store sales base to include those stores that have been open and for which monthly membership dues have been billed for longer than 12 months. We measure same store sales based solely upon monthly dues billed to members of our corporate-owned and franchisee-owned stores.

Several factors affect our same store sales in any given period, including the following:

- the number of stores that have been in operation for more than 12 months;
- the percentage mix and pricing of PF Black Card and standard memberships in any period;
- growth in total net memberships per store;
- consumer recognition of our brand and our ability to respond to changing consumer preferences;
- overall economic trends, particularly those related to consumer spending;
- our and our franchisees' ability to operate stores effectively and efficiently to meet consumer expectations;
- marketing and promotional efforts;
- local competition;
- trade area dynamics; and
- opening of new stores in the vicinity of existing locations.

Consistent with common industry practice, we present same store sales as compared to the same period in the prior year and which is calculated for a given period by including only sales from stores that had sales in the comparable months of both years. Same store sales of our international stores are calculated on a constant currency basis, meaning that we translate the current year's same store sales of our international stores at the same exchange rates used in the prior year. Since opening new stores will be a significant component of our revenue growth, same store sales is only one measure of how we evaluate our performance.

Stores acquired from or sold to franchisees are removed from the franchisee-owned or corporate-owned same store sales base, as applicable, upon the ownership change and for the 12 months following the date of the ownership change. These stores are included in the corporate-owned or franchisee-owned same store sales base, as applicable, following the 12th month after the acquisition or sale. These stores remain in the system-wide same store sales base in all periods.

As a result of COVID-19, 130 franchisee-owned stores and nine corporate-owned stores that would have been in the same store sales base closed prior to the March draft and did not draft in March. These stores were excluded from the same store sales base for March in the same store sales calculation for the three months ended March 31, 2020.

The following table shows our same store sales for the three months ended March 31, 2020 and 2019:

	Three months ended March 31,	
	2020	2019
Same store sales data		
Same store sales growth:		
Franchisee-owned stores	10.0%	10.3%
Corporate-owned stores	7.3%	8.0%
Total stores	9.8%	10.2%
Number of stores in same store sales base:		
Franchisee-owned stores	1,579	1,476
Corporate-owned stores	67	68
Total stores	1,662	1,548

Total monthly dues and annual fees from members (system-wide sales)

We define system-wide sales as total monthly dues and annual fees billed by us and our franchisees. System-wide sales is an operating measure that includes sales by franchisees that are not revenue realized by the Company in accordance with GAAP, as well as sales by our corporate-owned stores. While we do not record sales by franchisees as revenue, and such sales are not included in our consolidated financial statements, we believe that this operating measure aids in understanding how we derive royalty revenue and is important in evaluating our performance. We review the total amount of dues we collect from our members on a monthly basis, which allows us to assess changes in the performance of our corporate-owned and franchisee-owned stores from period to period, any competitive pressures, local or regional membership traffic patterns and general market conditions that might impact our store performance. We collect monthly dues on or around the 17th of every month. We collect annual fees once per year from each member based upon when the member signed his or her membership agreement. System-wide sales were $916 million and $798 million, during the three months ended March 31, 2020 and 2019, respectively.

Non-GAAP financial measures

We refer to EBITDA and Adjusted EBITDA as we use these measures to evaluate our operating performance and we believe these measures provide useful information to investors in evaluating our performance. EBITDA and Adjusted EBITDA as presented in this Quarterly Report on Form 10-Q are supplemental measures of our performance that are neither required by, nor presented in accordance with U.S. GAAP. EBITDA and Adjusted EBITDA should not be considered as substitutes for U.S. GAAP metrics such as net income or any other performance measures derived in accordance with U.S. GAAP. Also, in the future we may incur expenses or charges such as those used to calculate Adjusted EBITDA. Our presentation of EBITDA and Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or nonrecurring items. We have also disclosed Segment EBITDA as an important financial metric utilized by the Company to evaluate performance and allocate resources to segments in accordance with ASC 280, *Segment Reporting*. As part of such disclosure in "Our Segments" within Management's Discussion and Analysis of Financial Condition and Results of Operations, the Company has provided a reconciliation from income from operations to Total Segment EBITDA, which is equal to the Non-GAAP financial metric EBITDA.

We define EBITDA as net income before interest, taxes, depreciation and amortization. We believe that EBITDA, which eliminates the impact of certain expenses that we do not believe reflect our underlying business performance, provides useful information to investors to assess the performance of our segments as well as the business as a whole. Our board of directors also uses EBITDA as a key metric to assess the performance of management. We define Adjusted EBITDA as net income before interest, taxes, depreciation and amortization, adjusted for the impact of certain additional non-cash and other items that we do not consider in our evaluation of ongoing performance of the Company's core operations. These items include certain purchase accounting adjustments, stock offering-related costs, and certain other charges and gains. We believe that Adjusted EBITDA is an appropriate measure of operating performance in addition to EBITDA because it eliminates the impact of other items that we believe reduce the comparability of our underlying core business performance from period to period and is therefore useful to our investors in comparing the core performance of our business from period to period.

A reconciliation of net income to EBITDA and Adjusted EBITDA is set forth below for the three months ended March 31, 2020 and 2019:

	Three months ended March 31,	
	2020	**2019**
(in thousands)		
Net income	$ 10,383	$ 31,639
Interest income	(1,927)	(1,798)
Interest expense	20,240	14,749
Provision for income taxes	4,884	5,277
Depreciation and amortization	12,792	9,907
EBITDA	$ 46,372	$ 59,774
Purchase accounting adjustments-revenue(1)	68	74
Purchase accounting adjustments-rent(2)	141	123
Pre-opening costs(3)	361	1
Tax benefit arrangement remeasurement(4)	(502)	3,373
Other(5)	93	14
Adjusted EBITDA	$ 46,533	$ 63,359

(1) Represents the impact of revenue-related purchase accounting adjustments associated with the 2012 Acquisition. At the time of the 2012 Acquisition, the Company maintained a deferred revenue account, which consisted of deferred ADA fees, deferred franchise fees, and deferred enrollment fees that the Company billed and collected up front but recognizes for U.S. GAAP purposes at a later date. In connection with the 2012 Acquisition, it was determined that the carrying amount of deferred revenue was greater than the fair value assessed in accordance with ASC 805—Business Combinations, which resulted in a write-down of the carrying value of the deferred revenue balance upon application of acquisition push-down accounting under ASC 805. These amounts represent the additional revenue that would have been recognized in these periods if the write-down to deferred revenue had not occurred in connection with the application of acquisition pushdown accounting.

(2) Represents the impact of rent-related purchase accounting adjustments. In accordance with guidance in ASC 805 – Business Combinations, in connection with the 2012 Acquisition, the Company's deferred rent liability was required to be written off as of the acquisition date and rent was recorded on a straight-line basis from the acquisition date through the end of the lease term. This resulted in higher overall recorded rent expense each period than would have otherwise been recorded had the deferred rent liability not been written off as a result of the acquisition push down accounting applied in accordance with ASC 805. Adjustments of $41 and $44 in the three months ended March 31, 2020 and 2019, respectively, reflect the difference between the higher rent expense recorded in accordance with U.S. GAAP since the acquisition and the rent expense that would have been recorded had the 2012 Acquisition not occurred. Adjustments of $100 and $79 in the three months ended March 31, 2020 and 2019, respectively, are due to the amortization of favorable and unfavorable leases.

All of the rent related purchase accounting adjustments are adjustments to rent expense which is included in store operations on our consolidated statements of operations.

(3) Represents costs associated with new corporate-owned stores incurred prior to the store opening, including payroll-related costs, rent and occupancy expenses, marketing and other store operating supply expenses.

(4) Represents gains and losses related to the adjustment of our tax benefit arrangements primarily due to changes in our effective tax rate.

(5) Represents certain other charges and gains that we do not believe reflect our underlying business performance.

Our presentation of Adjusted net income and Adjusted net income per share, diluted, assumes that all net income is attributable to Planet Fitness, Inc., which assumes the full exchange of all outstanding Holdings Units for shares of Class A common stock of Planet Fitness, Inc., adjusted for certain non-recurring items that we do not believe directly reflect our core operations. Adjusted net income per share, diluted, is calculated by dividing Adjusted net income by the total shares of Class A common stock outstanding plus any dilutive options and restricted stock units as calculated in accordance with U.S. GAAP and assuming the full exchange of all outstanding Holdings Units and corresponding Class B common stock as of the beginning of each period presented. Adjusted net income and Adjusted net income per share, diluted, are supplemental measures of operating performance that do not represent, and should not be considered, alternatives to net income and earnings per share, as calculated in accordance with U.S. GAAP. We believe Adjusted net income and Adjusted net income per share, diluted, supplement U.S. GAAP measures and enable us to more effectively evaluate our performance period-over-period. A reconciliation of Adjusted net income to net income, the most directly comparable U.S. GAAP measure, and the computation of Adjusted net income per share, diluted, are set forth below.

	Three months ended March 31,	
(in thousands, except per share amounts)	**2020**	**2019**
Net income	$ 10,383	$ 31,639
Provision for income taxes, as reported	4,884	5,277
Purchase accounting adjustments-revenue(1)	68	74
Purchase accounting adjustments-rent(2)	141	123
Pre-opening costs(3)	361	1
Tax benefit arrangement remeasurement(4)	(502)	3,373
Other(5)	93	14
Purchase accounting amortization(6)	4,213	3,999
Adjusted income before income taxes	$ 19,641	$ 44,500
Adjusted income taxes(7)	5,264	11,837
Adjusted net income	$ 14,377	$ 32,663
Adjusted net income per share, diluted	$ 0.16	$ 0.35
Adjusted weighted-average shares outstanding(8)	87,501	93,664

(1) Represents the impact of revenue-related purchase accounting adjustments associated with the 2012 Acquisition. At the time of the 2012 Acquisition, the Company maintained a deferred revenue account, which consisted of deferred ADA fees, deferred franchise fees, and deferred enrollment fees that the Company billed and collected up front but recognizes for U.S. GAAP purposes at a later date. In connection with the 2012 Acquisition, it was determined that the carrying amount of deferred revenue was greater than the fair value assessed in accordance with ASC 805—Business Combinations, which resulted in a write-down of the carrying value of the deferred revenue balance upon application of acquisition push-down accounting under ASC 805. These amounts represent the additional revenue that would have been recognized in these periods if the write-down to deferred revenue had not occurred in connection with the application of acquisition pushdown accounting.

(2) Represents the impact of rent-related purchase accounting adjustments. In accordance with guidance in ASC 805 – Business Combinations, in connection with the 2012 Acquisition, the Company's deferred rent liability was required to be written off as of the acquisition date and rent was recorded on a straight-line basis from the acquisition date through the end of the lease term. This resulted in higher overall recorded rent expense each period than would have otherwise been recorded had the deferred rent liability not been written off as a result of the acquisition push down accounting applied in accordance with ASC 805. Adjustments of $41 and $44 in the three months ended March 31, 2020 and 2019, respectively, reflect the difference between the higher rent expense recorded in accordance with U.S. GAAP since the acquisition and the rent expense that would have been recorded had the 2012 Acquisition not occurred. Adjustments of $100 and $79 in the three months ended March 31, 2020 and 2019, respectively, are due to the amortization of favorable and unfavorable leases.

All of the rent related purchase accounting adjustments are adjustments to rent expense which is included in store operations on our consolidated statements of operations.

(3) Represents costs associated with new corporate-owned stores incurred prior to the store opening, including payroll-related costs, rent and occupancy expenses, marketing and other store operating supply expenses.
(4) Represents gains and losses related to the adjustment of our tax benefit arrangements primarily due to changes in our effective tax rate.
(5) Represents certain other charges and gains that we do not believe reflect our underlying business performance.
(6) Includes $3,096 of amortization of intangible assets, other than favorable leases, for the three months ended March 31, 2020 and 2019, recorded in connection with the 2012 Acquisition, and $1,117 and $903 of amortization of intangible assets for the three months ended March 31, 2020 and 2019, respectively, recorded in connection with historical acquisitions of franchisee-owned stores. The adjustment represents the amount of actual non-cash amortization expense recorded, in accordance with U.S. GAAP, in each period.
(7) Represents corporate income taxes at an assumed effective tax rate of 26.8% and 26.6% for the three months ended March 31, 2020 and 2019, respectively, applied to adjusted income before income taxes.
(8) Assumes the full exchange of all outstanding Holdings Units and corresponding shares of Class B common stock for shares of Class A common stock of Planet Fitness, Inc.

A reconciliation of net income per share, diluted, to Adjusted net income per share, diluted is set forth below for the three months ended March 31, 2020 and 2019:

	For the three months ended March 31, 2020			For the three months ended March 31, 2019		
(in thousands, except per share amounts)	**Net income**	**Weighted Average Shares**	**Net income per share, diluted**	**Net income**	**Weighted Average Shares**	**Net income per share, diluted**
Net income attributable to Planet Fitness, Inc.(1)	$ 8,607	79,723	$ 0.11	$ 27,409	84,425	$ 0.32
Assumed exchange of shares(2)	1,776	7,778		4,230	9,239	
Net Income	10,383			31,639		
Adjustments to arrive at adjusted income before income taxes(3)	9,258			12,861		
Adjusted income before income taxes	19,641			44,500		
Adjusted income taxes(4)	5,264			11,837		
Adjusted Net Income	$ 14,377	87,501	$ 0.16	$ 32,663	93,664	$ 0.35

(1) Represents net income attributable to Planet Fitness, Inc. and the associated weighted average shares, diluted of Class A common stock outstanding.
(2) Assumes the full exchange of all outstanding Holdings Units and corresponding shares of Class B common stock for shares of Class A common stock of Planet Fitness, Inc. Also assumes the addition of net income attributable to non-controlling interests corresponding with the assumed exchange of Holdings Units and Class B common shares for shares of Class A common stock.
(3) Represents the total impact of all adjustments identified in the adjusted net income table above to arrive at adjusted income before income taxes.
(4) Represents corporate income taxes at an assumed effective tax rate of 26.8% and 26.6% for the three months ended March 31, 2020 and 2019, respectively, applied to adjusted income before income taxes.

Results of operations

The following table sets forth our condensed consolidated statements of operations as a percentage of total revenue for the three months ended March 31, 2020 and 2019:

	Three months ended March 31,	
	2020	2019
Revenue:		
Franchise revenue	38.4 %	35.6 %
Commission income	0.3 %	0.7 %
National advertising fund revenue	7.3 %	7.9 %
Franchise segment	46.0 %	44.2 %
Corporate-owned stores	31.8 %	25.6 %
Equipment	22.2 %	30.2 %
Total revenue	100.0 %	100.0 %
Operating costs and expenses:		
Cost of revenue	17.2 %	23.2 %
Store operations	20.6 %	14.0 %
Selling, general and administrative	13.3 %	12.2 %
National advertising fund expense	12.0 %	7.9 %
Depreciation and amortization	10.1 %	6.7 %
Other loss	— %	0.2 %
Total operating costs and expenses	73.2 %	64.2 %
Income from operations	26.8 %	35.8 %
Other income (expense), net:		
Interest income	1.5 %	1.2 %
Interest expense	(15.9)%	(9.9)%
Other expense	(0.5)%	(2.2)%
Total other expense, net	(14.9)%	(10.9)%
Income before income taxes	11.9 %	24.9 %
Provision for income taxes	3.8 %	3.5 %
Net income	8.1 %	21.4 %
Less net income attributable to non-controlling interests	1.4 %	2.8 %
Net income attributable to Planet Fitness, Inc.	6.7 %	18.6 %

The following table sets forth a comparison of our condensed consolidated statements of operations for the three months ended March 31, 2020 and 2019:

	Three months ended March 31,	
	2020	2019
(in thousands)		
Revenue:		
Franchise revenue	$ 48,910	$ 52,956
Commission income	390	994
National advertising fund revenue	9,229	11,812
Franchise segment	58,529	65,762
Corporate-owned stores	40,516	38,044
Equipment	28,186	45,011
Total revenue	127,231	148,817
Operating costs and expenses:		
Cost of revenue	21,846	34,486
Store operations	26,157	20,905
Selling, general and administrative	16,953	18,154
National advertising fund expense	15,205	11,812
Depreciation and amortization	12,792	9,907
Other loss	11	368
Total operating costs and expenses	92,964	95,632
Income from operations	34,267	53,185
Other income (expense), net:		
Interest income	1,927	1,798
Interest expense	(20,240)	(14,749)
Other expense	(687)	(3,318)
Total other expense, net	(19,000)	(16,269)
Income before income taxes	15,267	36,916
Provision for income taxes	4,884	5,277
Net income	10,383	31,639
Less net income attributable to non-controlling interests	1,776	4,230
Net income attributable to Planet Fitness, Inc.	$ 8,607	$ 27,409

Comparison of the three months ended March 31, 2020 and three months ended March 31, 2019

Revenue

Total revenues were $127.2 million in the three months ended March 31, 2020, compared to $148.8 million in the three months ended March 31, 2019, a decrease of $21.6 million, or 14.5%.

Franchise segment revenue was $58.5 million in the three months ended March 31, 2020, compared to $65.8 million in the three months ended March 31, 2019, a decrease of $7.2 million, or 11.0%.

Franchise revenue was $48.9 million in the three months ended March 31, 2020 compared to $53.0 million in the three months ended March 31, 2019, a decrease of $4.0 million or 7.6%. Included in franchise revenue is royalty revenue of $40.6 million, franchise and other fees of $6.2 million, and placement revenue of $2.0 million for the three months ended March 31, 2020, compared to royalty revenue of $44.7 million, franchise and other fees of $5.4 million, and placement revenue of $2.8 million for the three months ended March 31, 2019. The $4.1 million decrease in royalty revenue was primarily driven by $7.7 million of lower revenue from franchisee-owned stores included in the same store sales base, partially offset by $1.1 million of higher revenue attributable to stores opened in 2020, as well as stores opened in 2019 which were not included in the same store sales base, $1.3 million due to higher royalty rates on monthly dues and $1.2 million due to higher royalty rates on annual fees. The $40.6 million of royalty revenue in the three months ended March 31, 2020 does not reflect $14.1 million of deferred royalty revenue that was collected but not recognized as a result of temporary store closures related to COVID-19. The $0.8 million decrease in equipment placement revenue was due to lower new and replacement equipment placements in the three months ended March 31, 2020 as compared to the three months ended March 31, 2019 due to COVID-19 related store closures and travel restrictions beginning in March 2020.

Commission income, which is included in our franchise segment, was $0.4 million in the three months ended March 31, 2020 compared to $1.0 million in the three months ended March 31, 2019. The $0.6 million decrease was primarily attributable to fewer franchisees on our commission structure compared to the prior year period.

National advertising fund revenue was $9.2 million in the three months ended March 31, 2020, compared to $11.8 million in the three months ended March 31, 2019. The $9.2 million of national advertising fund revenue in the three months ended March 31, 2020 does not reflect $4.6 million of deferred revenue that was collected but not recognized as a result of the temporary closure of all stores in March 2020 related to COVID-19.

Revenue from our corporate-owned stores segment was $40.5 million in the three months ended March 31, 2020, compared to $38.0 million in the three months ended March 31, 2019, an increase of $2.5 million, or 6.5%. The increase was due to higher revenue of $5.5 million from corporate-owned stores opened or acquired since January 1, 2019, partially offset by lower revenue of $3.0 million from corporate-owned stores included in the same store sales base. The $40.5 million of corporate-owned stores revenue in the three months ended March 31, 2020 does not reflect $5.9 million deferred revenue that was collected but not recognized as a result of temporary store closures related to COVID-19.

Equipment segment revenue was $28.2 million in the three months ended March 31, 2020, compared to $45.0 million in the three months ended March 31, 2019, a decrease of $16.8 million, or 37.4%. The decrease was driven by lower equipment sales to new and existing franchisee-owned stores in the three months ended March 31, 2020 compared to the three months ended March 31, 2019, including approximately $10.0 million as a result of COVID-19 related closures and travel restrictions beginning in March 2020.

Cost of revenue

Cost of revenue was $21.8 million in the three months ended March 31, 2020 compared to $34.5 million in the three months ended March 31, 2019, a decrease of $12.6 million, or 36.7%. Cost of revenue, which primarily relates to our equipment segment, decreased due to lower equipment sales to new and existing franchisee-owned stores in the three months ended March 31, 2020 compared to the three months ended March 31, 2019, including $7.5 million as a result of COVID-19 related closures and travel restrictions beginning in March 2020.

Store operations

Store operation expenses, which relate to our corporate-owned stores segment, were $26.2 million in the three months ended March 31, 2020 compared to $20.9 million in the three months ended March 31, 2019, an increase of $5.3 million, or 25.1%. The increase was primarily attributable to the acquisition of 12 franchisee-owned stores on December 16, 2019, four franchisee-owned stores on May 30, 2019, and the opening of seven corporate-owned stores since January 1, 2019.

Selling, general and administrative

Selling, general and administrative expenses were $17.0 million in the three months ended March 31, 2020 compared to $18.2 million in the three months ended March 31, 2019, a decrease of $1.2 million, or 6.6%. The $1.2 million decrease was primarily due to lower variable and equity-based compensation expense during the three months ended March 31, 2020 related to COVID-19 compared to the prior year quarter.

National advertising fund expense

National advertising fund expense was $15.2 million in the three months ended March 31, 2020 compared to $11.8 million in the three months ended March 31, 2019, as a result of increased advertising and marketing expenses to support the January sale promotion.

Depreciation and amortization

Depreciation and amortization expense consists of the depreciation of property and equipment, including leasehold and building improvements and equipment. Amortization expense consists of amortization related to our intangible assets, including customer relationships and non-compete agreements.

Depreciation and amortization expense was $12.8 million in the three months ended March 31, 2020 compared to $9.9 million in the three months ended March 31, 2019, an increase of $2.9 million, or 29.1%. The increase was primarily attributable to franchisee-store acquisitions, the opening of corporate-owned stores since January 1, 2019 and depreciation of new information systems assets.

Other gain

Other gain was zero in both the three months ended March 31, 2020 and March 31, 2019.

Interest income

Interest income was $1.9 million in the three months ended March 31, 2020, compared to $1.8 million in the three months ended March 31, 2019.

Interest expense

Interest expense primarily consists of interest on long-term debt as well as the amortization of deferred financing costs.

Interest expense was $20.2 million in the three months ended March 31, 2020 compared to $14.7 million in the three months ended March 31, 2019. The increase is primarily attributable to the issuance of $550 million of 2019 Notes in December 2019.

Other expense

Other expense was $0.7 million in the three months ended March 31, 2020 compared to $3.3 million in the three months ended March 31, 2019. In the three months ended March 31, 2020, other expense was primarily attributable to foreign currency losses, partially offset by a gain on the remeasurement of our tax benefit arrangements due to changes in our effective tax rate. In the three months ended March 31, 2019, the expense represents a loss on the remeasurement of our tax benefit arrangements due to changes in our effective tax rate.

Provision for income taxes

Income tax expense was $4.9 million in the three months ended March 31, 2020, compared to $5.3 million in the three months ended March 31, 2019, a decrease of $0.4 million. The decrease in the provision for income taxes was primarily attributable to the Company’s decreased income before taxes in the three months ended March 31, 2020 as compared to the three months ended March 31, 2019, partially offset by an income tax benefit from the remeasurement of the Company's net deferred tax assets in the prior year.

Segment results

Franchise

Segment EBITDA for the franchise segment was $36.7 million in the three months ended March 31, 2020 compared to $47.4 million in the three months ended March 31, 2019, a decrease of $10.6 million, or 22.4%. The decrease was primarily driven by $7.7 million of lower revenue from franchisee-owned stores included in the same store sales base, partially offset by $1.1 million of higher revenue attributable to stores opened in 2020, as well as stores opened in 2019 which were not included in the same store sales base, $1.3 million due to higher royalty rates on monthly dues and $1.2 million due to higher royalty rates on annual fees. Also contributing to the decrease in franchise segment EBITDA was $0.8 million of lower equipment placement revenue related to COVID-19 closures and travel restrictions beginning in March 2020. The national advertising fund contributed to an overall $6.0 million decrease in franchise segment EBITDA as national advertising fund revenue was $2.6 million lower compared to the prior year period, and national advertising fund expense was $3.4 million higher than the prior year period. The franchise segment EBITDA of $36.7 million does not reflect approximately $14.1 million and $4.6 million of deferred royalty and national advertising fund deferred revenue, respectively, that was collected but not recognized as a result of temporary store closures related to COVID-19. Depreciation and amortization was $1.9 million in the three months ended March 31, 2020 and $2.0 million in the three months ended March 31, 2019.

Corporate-owned stores

Segment EBITDA for the corporate-owned stores segment was $12.0 million in the three months ended March 31, 2020 compared to $15.6 million in the three months ended March 31, 2019, a decrease of $3.6 million, or 22.9%. Of this decrease, $2.6 million was related to stores included in our same store sales base in the three months ended March 31, 2020, compared to the three months ended March 31, 2019, and $1.2 million of the decrease was due to foreign exchange losses. The $12.0 million of corporate-owned store EBITDA in the three months ended March 31, 2020 does not reflect $5.9 million deferred revenue that was collected but not recognized as a result of temporary store closures related to COVID-19. Depreciation and amortization was $7.3 million and $5.7 million for the three months ended March 31, 2020 and 2019, respectively. The increase in depreciation and amortization was primarily attributable to the stores acquired and opened since January 1, 2019.

Equipment

Segment EBITDA for the equipment segment was $6.4 million in the three months ended March 31, 2020 compared to $10.4 million in the three months ended March 31, 2019, a decrease of $4.0 million, or 38.8%, driven by lower equipment sales to new and existing franchisee-owned stores in the three months ended March 31, 2020 compared to the three months ended March 31, 2019, including $2.5 million as a result of COVID-19 related closures and travel restrictions beginning in March 2020. Depreciation and amortization was $1.3 million for both the three months ended March 31, 2020 and 2019.

Liquidity and capital resources

As of March 31, 2020, we had $547.5 million of cash and cash equivalents.

We require cash principally to fund day-to-day operations, to finance capital investments, to service our outstanding debt and tax benefit arrangements and to address our working capital needs. Based on our current level of operations and anticipated growth, we believe that with the available cash balance, the cash generated from our operations, and amounts we have drawn under our Variable Funding Notes will be adequate to meet our anticipated debt service requirements and obligations under the tax benefit arrangements, capital expenditures and working capital needs for at least the next 12 months. We believe that we will be able to meet these obligations even if we experience a reduction in sales and profits as a result of the COVID-19 pandemic. Our ability to continue to fund these items and continue to reduce debt could be adversely affected by the occurrence of any of the events described under "Risk Factors" in this Quarterly Report on Form 10-Q and "Risk factors" in the Annual Report. There can be no assurance, however, that our business will generate sufficient cash flows from operations or otherwise to enable us to service our indebtedness, including our Securitized Senior Notes, or to make anticipated capital expenditures. Our future operating performance and our ability to service, extend or refinance the Senior Secured Credit facility will be subject to future economic conditions and to financial, business and other factors, many of which are beyond our control, including potential future impacts related to the COVID-19 pandemic.

The following table presents summary cash flow information for the three months ended March 31, 2020 and 2019:

	Three months ended March 31,	
(in thousands)	**2020**	**2019**
Net cash (used in) provided by:		
Operating activities	$ 73,122	$ 57,934
Investing activities	(8,975)	(7,450)
Financing activities	69,418	(4,267)
Effect of foreign exchange rates on cash	(1640)	250
Net increase in cash	$ 131,925	$ 46,467

Operating activities

For the three months ended March 31, 2020, net cash provided by operating activities was $73.1 million compared to $57.9 million in the three months ended March 31, 2019, an increase of $15.2 million. Of the increase, $34.6 million was due to favorable changes in working capital primarily in accounts payable and accrued expenses and deferred revenue, partially offset by unfavorable changes in working capital primarily from inventory. This increase was partially offset by $20.7 million lower net income after adjustments to reconcile net income to net cash provided by operating activities in the three months ended March 31, 2020 as compared to the three months ended March 31, 2019.

Investing activities

Cash flow used in investing activities related to the following capital expenditures for the three months ended March 31, 2020 and 2019:

	Three months ended March 31,	
(in thousands)	**2020**	**2019**
New corporate-owned stores and corporate-owned stores not yet opened	$ 2,412	$ 883
Existing corporate-owned stores	3,147	2,613
Information systems	3,457	3,936
Corporate and all other	143	39
Total capital expenditures	$ 9,159	$ 7,471

For the three months ended March 31, 2020, net cash used in investing activities was $9.0 million compared to $7.5 million in the three months ended March 31, 2019, an increase of $1.5 million. The primary driver for the increase in cash used for investing in the three months ended March 31, 2020 was $1.6 million higher cash used for additions to property, plant and equipment as broken out in the table above.

Financing activities

For the three months ended March 31, 2020, net cash provided by financing activities was $69.4 million compared to cash used of $4.3 million in the three months ended March 31, 2019, an increase of $73.7 million. The primary driver of the increase in three months ended March 31, 2020 was the Company's incurrence of $75.0 million of borrowings under its Variable Funding Notes.

Securitized Financing Facility

On August 1, 2018, the Master Issuer, a limited-purpose, bankruptcy remote, wholly-owned indirect subsidiary of Pla-Fit Holdings, LLC, entered into the 2018 Indenture under which the Master Issuer may issue multiple series of notes. On the same date, the Master Issuer issued the 2018 Class A-2-I Notes with an initial principal amount of $575 million and the 2018 Class A-2-II Notes with an initial principal amount of $625 million. In connection with the issuance of the 2018 Notes, the Master Issuer also entered into the Variable Funding Notes that allow for the incurrence of up to $75 million in revolving loans and/or letters of credit, which the Company fully drew down on March 20, 2020. On December 3, 2019 the Master Issuer issued the 2019 Notes with an initial principal amount of $550 million. The 2019 Notes were issued under the Indenture. The Securitized Senior Notes were issued in a securitization transaction pursuant to which most of the Company's domestic revenue-generating assets, consisting principally of franchise-related agreements, certain corporate-owned store assets, equipment supply agreements and intellectual property and license agreements for the use of intellectual property, were assigned to the Master Issuer and certain other limited-purpose, bankruptcy remote, wholly-owned indirect subsidiaries of the Company (the "securitization entities") that act as guarantors of the Securitized Senior Notes and that have pledged substantially all of their assets to secure the Securitized Senior Notes.

Interest and principal payments on the Notes are payable on a quarterly basis. The requirement to make such quarterly principal payments on the Notes is subject to certain financial conditions set forth in the Indenture. The legal final maturity date of the 2018 Notes is in September 2048, but the Anticipated Repayment Dates of the 2018 Class A-2-I Notes and the 2018 Class A-2-II Notes are September 2022 and September 2025 respectively, unless earlier prepaid to the extent permitted under the Indenture. The legal final maturity date of the 2019 Notes is in December 2049, but it is anticipated that, unless earlier prepaid to the extent permitted under the Indenture, the 2019 Notes will be repaid in December 2029. If the Master Issuer has not repaid or refinanced the Notes prior to the respective Anticipated Repayment Dates, additional interest will accrue pursuant to the Indenture.

The Variable Funding Notes will accrue interest at a variable interest rate based on (i) the prime rate, (ii) overnight federal funds rates, (iii) the London interbank offered rate for U.S. Dollars, or (iv) with respect to advances made by conduit investors, the weighted average cost of, or related to, the issuance of commercial paper allocated to fund or maintain such advances, in each case plus any applicable margin and as specified in the Variable Funding Notes. There is a commitment fee on the unused portion of the Variable Funding Notes of 0.5% based on utilization. It is anticipated that the principal and interest on the Variable Funding Notes will be repaid in full on or prior to September 2023, subject to two additional one-year extension options. Following the anticipated repayment date (and any extensions thereof) additional interest will accrue on the Variable Funding Notes equal to 5.0% per year.

In connection with the issuance of the 2018 Notes and 2019 Notes, the Company incurred debt issuance costs of $27.1 million and $10.6 million, respectively. The debt issuance costs are being amortized to "Interest expense" through the Anticipated Repayment Dates of the Notes utilizing the effective interest rate method.

The Securitized Senior Notes are subject to covenants and restrictions customary for transactions of this type, including (i) that the Master Issuer maintains specified reserve accounts to be used to make required payments in respect of the Securitized Senior Notes, (ii) provisions relating to optional and mandatory prepayments and the related payment of specified amounts, including specified make-whole payments in the case of the Notes under certain circumstances, (iii) certain indemnification payments in the event, among other things, the assets pledged as collateral for the Securitized Senior Notes are in stated ways defective or ineffective, (iv) a cap on non-securitized indebtedness of $50 million (provided that the Company may incur non-securitized indebtedness in excess of such amount, subject to the leverage ratio cap described below, under certain conditions, including if the relevant lenders execute a non-disturbance agreement that acknowledges the bankruptcy-remote status of the Master Issuer and its subsidiaries and of their respective assets), (v) a leverage ratio cap on the Company of 7.0x (calculated without regard for any indebtedness subject to the $50 million cap) and (vi) covenants relating to recordkeeping, access to information and similar matters.

Pursuant to a parent company support agreement, we have agreed to cause our subsidiary to perform each of its obligations (including any indemnity obligations) and duties under the Management Agreement and under the contribution agreements entered into in connection with the securitized financing facility, in each case as and when due. To the extent that our subsidiary has not performed any such obligation or duty within the prescribed time frame after such obligation or duty was required to be performed, we have agreed to either (i) perform such obligation or duty or (ii) cause such obligations or duties to be performed on our behalf.

The Securitized Senior Notes are also subject to customary rapid amortization events provided for in the Indenture, including events tied to failure to maintain stated debt service coverage ratios, certain manager termination events, an event of default, and the failure to repay or refinance the Notes on the applicable scheduled Anticipated Repayment Dates. The Securitized Senior Notes are also subject to certain customary events of default, including events relating to non-payment of required interest, principal, or other amounts due on or with respect to the Securitized Senior Notes, failure to comply with covenants within certain time frames, certain bankruptcy events, breaches of specified representations and warranties, failure of security interests to be effective, and certain judgments.

In accordance with the Indenture, certain cash accounts have been established with the Trustee for the benefit of the trustee and the noteholders, and are restricted in their use. The Company holds restricted cash which primarily represents cash collections held by the Trustee, interest, principal, and commitment fee reserves held by the Trustee related to the Securitized Senior Notes. As of March 31, 2020, the Company had restricted cash held by the Trustee of $63.2 million. Restricted cash has been combined with cash and cash equivalents when reconciling the beginning and end of period balances in the consolidated statements of cash flows.

Off-balance sheet arrangements

As of March 31, 2020, our off-balance sheet arrangements consisted of guarantees of lease agreements for certain franchisees. Our maximum total commitment under these lease guarantee agreements is approximately $14.5 million and would only require payment upon default by the primary obligor. The estimated fair value of these guarantees at March 31, 2020 was not material, and no accrual has been recorded for our potential obligation under these arrangements. In 2019, in connection with a real estate partnership, the Company began guaranteeing certain leases of its franchisees up to a maximum period of ten years earlier expiration dates if certain conditions are met.

Critical accounting policies and use of estimates

There have been no material changes to our critical accounting policies and use of estimates from those described under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in our Annual Report.

ITEM 3. Quantitative and Qualitative Disclosure about Market Risk

Interest rate risk

The securitized financing facility includes the Series 2018-1 Senior Class A-2 Notes which are comprised of fixed interest rate notes and the Variable Funding Notes which allow for the incurrence of up to $75.0 million in revolving loans and/or letters of credit under the Variable Funding Notes, which is fully drawn. The issuance of the fixed-rate Class A-2 Notes has reduced the Company’s exposure to interest rate increases that could adversely affect its earnings and cash flows. An increase in the effective interest rate applied to borrowings under the Variable Funding Notes of 100 basis points would result in a $0.8 million increase in pre-tax interest expense on an annualized basis.

Foreign exchange risk

We are exposed to fluctuations in exchange rates between the U.S. dollar and the Canadian dollar, which is the functional currency of our Canadian entities. Our sales, costs and expenses of our Canadian subsidiaries, when translated into U.S. dollars, can fluctuate due to exchange rate movement. As of March 31, 2020, a 10% increase or decrease in the exchange rate of the U.S. and Canadian dollar would increase or decrease net income by a negligible amount.

Inflation risk

Although we do not believe that inflation has had a material effect on our income from continuing operations, we have a substantial number of hourly employees in our corporate-owned stores that are paid wage rates at or based on the applicable federal or state minimum wage. Any increases in these minimum wages will subsequently increase our labor costs. We may or may not be able to offset cost increases in the future.

ITEM 4. Controls and Procedures

Evaluation of disclosure controls and procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of the end of the period covered by this Quarterly Report on Form 10-Q.

There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their control objectives.

Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that as of March 31, 2020, our disclosure controls and procedures were effective to provide reasonable assurance that the information required to be disclosed by the Company in the reports it files or submits with the Securities and Exchange Commission is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and is accumulated and communicated to our management, including the principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Changes in internal control over financial reporting

There have been no changes in our internal control over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II-OTHER INFORMATION

ITEM 1. Legal Proceedings

We are currently involved in various claims and legal actions that arise in the ordinary course of business, most of which are covered by insurance. We do not believe that the ultimate resolution of these actions will have a material adverse effect on our business, financial condition, results of operations, liquidity or capital resources nor do we believe that there is a reasonable possibility that we will incur material loss as a result of such actions. However, a significant increase in the number of these claims or an increase in amounts owing under successful claims could have a material adverse effect on our business, financial condition and results of operations.

ITEM 1A. Risk Factors.

The risk factors set forth below are in addition and serve as an update to the risk factors previously disclosed in Item 1A "Risk Factors" in Part I of our Annual Report.

Our business and results of operations have been and are expected to continue to be materially impacted by the ongoing COVID-19 pandemic.

The recent outbreak of disease caused by COVID-19, which has been declared a pandemic by the World Health Organization, has spread across the globe and is impacting worldwide economic activity. A public health pandemic such as COVID-19 poses the risk that we or our employees, franchisees, members, suppliers and other partners may be prevented from conducting business activities for an indefinite period of time, including due to shutdowns, travel restrictions, social distancing requirements, stay at home orders and advisories and other restrictions that may be suggested or mandated by governmental authorities. The COVID-19 pandemic may also have the effect of heightening many of the other risks described in the ''Risk Factors'' section of our 2019 Form 10-K, such as those relating to our growth strategy, international operations, our ability to attract and retain members, our supply chain, health and safety risks to our members, loss of key employees and changes in consumer preferences, as well as risks related to our significant indebtedness, including our ability to generate sufficient cash and comply with the terms of and restrictions under the agreements governing such indebtedness.

The extent of the impact of the COVID-19 pandemic is highly uncertain and difficult to predict. However, the continued spread of the virus and the measures taken in response to it have disrupted our operations and have adversely impacted our business, financial condition and results of operations. For example, in response to the COVID-19 pandemic, we proactively closed all of our stores system-wide in mid-March 2020 and a majority of stores remain closed, we have temporarily furloughed a majority of our corporate-owned store employees while corporate-owned stores remain closed, and we have suspended billing membership fees to members and sales and installation of equipment. The significance of the ultimate operational and financial impact to us will depend on how long and widespread the disruptions caused by COVID-19, and the corresponding response to contain the virus and treat those affected by it, prove to be.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds.

The following table provides information regarding purchases of shares of our Class A common stock by us and our "affiliated purchasers" (as defined in Rule 10b-18(a)(3) under the Exchange Act) during the three months ended March 31, 2020.

	Issuer Purchases of Equity Securities			
Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs[1]	Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs[1]
01/01/20 - 01/31/20	—	$ —	—	$200,000,000
02/01/20 - 02/29/20	666,961	75.82	666,961	200,000,000
03/01/20 - 03/31/20	—	—	—	200,000,000
Total	666,961	$ 75.82	666,961	

[1]On November 5, 2019, our board of directors approved a share repurchase program of $500,000,000. Purchases may be effected through one or more open market transactions, privately negotiated transactions, transactions structured through investment banking institutions, or a combination of the foregoing. On March 18, 2020, the Company announced the suspension of its share repurchase program. The Company may reinstate or terminate the program at any time.

(2)On December 4, 2019, the Company entered into a $300 million accelerated share repurchase ("ASR") agreement (the "2019 ASR Agreement") with JP Morgan Chase, N.A. (the "JPMC"). Pursuant to the terms of the 2019 ASR Agreement, on December 5, 2019, the Company paid the JPMC $300 million in cash and received 3,289,924 shares of the Company's Class A common stock. The 2019 ASR Agreement contained provisions customary for agreements of this type, including provisions for adjustments to the transaction terms, the circumstances generally under which the 2019 ASR Agreement may be accelerated, extended or terminated early by the Bank and various acknowledgments, representations and warranties made by the parties to one another. Final settlement of the ASR Agreement occurred on March 2, 2020. At final settlement, the Bank delivered 666,961 additional shares of the Company's Class A common stock based on a weighted average cost per share of $75.82 over the term of the ASR Agreement.

In connection with our IPO, we and the existing holders of Holdings Units entered into an exchange agreement under which they (or certain permitted transferees) have the right, from time to time and subject to the terms of the exchange agreement, to exchange their Holdings Units, together with a corresponding number of shares of Class B common stock, for shares of our Class A common stock on a one-for-one basis, subject to customary conversion rate adjustments for stock splits, stock dividends, reclassifications and other similar transactions. As an existing holder of Holdings Units exchanges Holdings Units for shares of Class A common stock, the number of Holdings Units held by Planet Fitness, Inc. is correspondingly increased, and a corresponding number of shares of Class B common stock are canceled.

ITEM 3. Defaults Upon Senior Securities.

None.

ITEM 4. Mine Safety Disclosures.

None.

ITEM 5. Other Information.

None.

ITEM 6. Exhibits

		Description of Exhibit Incorporated Herein by Reference				
Exhibit Number	**Exhibit Description**	**Form**	**File No.**	**Filing Date**	**Exhibit Number**	**Filed Herewith**
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					X
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					X
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X
101	Interactive Data Files pursuant to Rule 405 of regulation S-T (XBRL)					X
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)					X

Signatures

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.

	Planet Fitness, Inc.
	(Registrant)
Date: May 11, 2020	/s/ Thomas Fitzgerald
	Thomas Fitzgerald
	Chief Financial Officer
	(On behalf of the Registrant and as Principal Financial Officer)

Exhibit 31.1

CERTIFICATION OF PERIODIC REPORT UNDER SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Chris Rondeau, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Planet Fitness, Inc. (the “registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: May 11, 2020

/s/ Chris Rondeau

Chris Rondeau
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF PERIODIC REPORT UNDER SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Thomas Fitzgerald, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Planet Fitness, Inc. (the “registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: May 11, 2020

/s/ Thomas Fitzgerald

Thomas Fitzgerald
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of Planet Fitness, Inc. (the "Company") on Form 10-Q for the fiscal quarter ended March 31, 2020 filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Chris Rondeau, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the periods presented therein.

Date: May 11, 2020

/s/ Chris Rondeau

Chris Rondeau
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of Planet Fitness, Inc. (the “Company”) on Form 10-Q for the fiscal quarter ended March 31, 2020 filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Thomas Fitzgerald, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the periods presented therein.

Date: May 11, 2020

/s/ Thomas Fitzgerald

Thomas Fitzgerald
Chief Financial Officer
(Principal Financial Officer)