

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

**February 9, 2026
Date of Report (Date of earliest event reported)**

Planet Fitness, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-37534

(Commission File Number)

38-3942097

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

**4 Liberty Lane West
Hampton, NH 03842**

(Address of principal executive offices)
(Zip Code)

Registrant's telephone number, including area code: **(603) 750-0001**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ **Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)**
- ☐ **Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)**
- ☐ **Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))**
- ☐ **Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))**

Securities registered pursuant to Section 12(b) of the Exchange 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 is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 9, 2026, Planet Fitness, Inc. (the “Company”) announced that its board of directors (the “Board”), upon the recommendation of the Board’s nominating and corporate governance committee, increased its size from eight to nine members and appointed Stephen “Steve” Beard to fill the vacancy, effective February 9, 2026. Having considered his qualifications and the independence standards of the the New York Stock Exchange, the Board affirmatively determined that Mr. Beard is independent and well qualified to serve on the Board.

Mr. Beard currently serves as Chairman and Chief Executive Officer of Covista Inc. (“Covista”), formerly Adtalem Global Education Inc., America’s largest healthcare educator that is actively addressing America’s critical healthcare workforce shortage. Appointed Covista’s President and Chief Executive Officer in September 2021, Mr. Beard has engineered Covista’s strategic transformation into a healthcare focused education provider, driving operational excellence and accelerating organic growth across the enterprise. Prior to his appointment as Chief Executive Officer, Mr. Beard served as Covista’s Chief Operating Officer, from 2019 until September 2021, and Senior Vice President and General Counsel, from 2018 until 2020. Before joining Covista, Mr. Beard held several leadership roles of increasing responsibility at Heidrick & Struggles International, Inc., an executive search firm, from 2003 until 2018, serving most recently as Executive Vice President, General Counsel and Chief Administrative Officer from 2013 until 2018, where he led the firm’s expansion into organizational consulting and culture shaping. Mr. Beard was first appointed to Covista’s board of directors in September 2021 and elected chairman of Covista’s board of directors in November 2024. Mr. Beard holds a Bachelor of Arts degree from the University of Illinois at Urbana-Champaign and earned his Juris Doctor degree from the Maurer School of Law at Indiana University – Bloomington. Mr. Beard has also completed the Advanced Management Program at Duke University’s Fuqua School of Business.

Mr. Beard will serve as a Class II director, which class will stand for re-election at the Company’s 2026 annual meeting of stockholders. He has not been appointed to any of the Board’s committees at this time.

Mr. Beard will participate in the Company’s standard non-employee director compensation program (the “Director Compensation Program”) as described in the Company’s most recent Proxy Statement filed with the SEC on March 26, 2025. In conjunction with his appointment to the Board, Mr. Beard received an equity award of 368 restricted stock units with a grant date value of \$33,746. This grant represents a pro-rated annual equity grant pursuant to the Director Compensation Program, and will vest upon the earlier of the Company’s next annual meeting of stockholders or the one-year anniversary of the grant date.

There are no arrangements or understandings between Mr. Beard and any other person pursuant to which he was appointed director of the Company. There are no transactions involving Mr. Beard requiring disclosure under Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

A copy of the press release containing the announcement of Mr. Beard’s appointment is attached hereto as Exhibit 99.1 to this current report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated February 9, 2026, announcing appointment of Steve Beard to serve as Director of the Company's Board of Directors
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PLANET FITNESS, INC.

By:	<u>/s/ Jay Stasz</u>
Name:	Jay Stasz
Title:	Chief Financial Officer

Dated: February 9, 2026

Planet Fitness Appoints Steve Beard to Board of Directors

Mr. Beard is the Chairman & Chief Executive Officer of Covista, Inc. America's largest healthcare educator.

Hampton, NH, February 9, 2026 - Planet Fitness, Inc. (NYSE: PLNT), one of the largest and fastest-growing fitness center operators with more members than any other fitness brand, today announced the appointment of Steve Beard, the Chairman and Chief Executive Officer of Covista, Inc., formerly Adtalem Global Education, Inc., to its Board of Directors, effective immediately. The appointment of Mr. Beard brings Planet Fitness' Board of Directors to nine total directors.

During his tenure with Covista, Mr. Beard has spearheaded key strategic and operational improvements, including its transformation to focus exclusively on healthcare education. His efforts have yielded total student enrollment growth, accelerating organic growth across the enterprise, and today, Covista is America's largest healthcare educator, operating five accredited institutions serving more than 97,000 students and 385,000 alumni, from physicians and nurses to veterinarians and behavioral health professionals. Mr. Beard was also recently named to the 2025 TIME100 Health list, a prestigious recognition of the most influential people shaping global health.

Prior to becoming Covista's Chief Executive Officer, Mr. Beard served as the company's Chief Operating Officer and General Counsel. Mr. Beard also spent more than a decade at leading executive search firm Heidrick & Struggles International, Inc., focused on identifying and unlocking talent to drive growth, and rising to Chief Administrative Officer after serving as General Counsel. Earlier in his career, Mr. Beard practiced corporate and securities law, specializing in mergers and acquisitions and corporate governance for regulated industries.

Stephen Spinelli, Jr. (Ph. D.), Chairman of the Board of Directors stated, "Steve's appointment demonstrates our commitment to continually enhancing the strength and effectiveness of the Board of Directors with new perspectives and complementary expertise. With his proven track record of leading and growing high performing public companies, I am confident that Steve's insights will help to drive the continued success of the brand and deliver value for our shareholders."

"As a new independent director of our Board of Directors, Steve brings a wealth of broad expertise across several areas including healthcare, strategy, talent acquisition and development, corporate governance and mergers and acquisitions. All will be incredibly valuable in driving sustainable growth," said Colleen Keating, Chief Executive Officer. "We are thrilled to welcome him at a time when health and wellness is more top of mind than ever before, and Planet Fitness continues to be well positioned as a leader in the fitness category."

"Planet Fitness' mission to make fitness and wellbeing within reach for all deeply resonates with me, and I've long admired its unparalleled leadership position in the industry," said Mr. Beard. "I look forward to leveraging my expertise to support the brand as it executes its strategy and unlocks value creation opportunities ahead."

About Planet Fitness

Founded in 1992 in Dover, NH, Planet Fitness is one of the largest and fastest-growing franchisors and operators of fitness centers in the world by number of members and locations. As of December 31, 2025, Planet Fitness had approximately 20.8 million members and 2,896 clubs in all 50 states, the District of Columbia, Puerto Rico, Canada, Panama, Mexico, Australia and Spain. The Company's 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®. Approximately 90% of Planet Fitness clubs are owned and operated by independent businessmen and women.

Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of the federal securities laws, which involve risks and uncertainties. Forward-looking statements include the Company’s statements with respect to Mr. Beard’s expected contributions to the Board of Directors and other statements that do not relate solely to historical facts. Forward-looking statements are not assurances of future performance. Instead, they are based only on the Company’s current beliefs, expectations and assumptions regarding the future of the business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of the Company’s control. Actual results and financial condition may differ materially from those indicated in the forward-looking statements. Important factors that could cause our actual results to differ materially include competition in the fitness industry, the Company’s and franchisees’ ability to attract and retain members, the Company’s and franchisees’ ability to identify and secure suitable sites for new franchise clubs, changes in consumer demand, changes in equipment costs, the Company’s ability to expand into new markets domestically and internationally, operating costs for the Company and franchisees generally, availability and cost of capital for franchisees, acquisition activity, developments and changes in laws and regulations, our substantial indebtedness 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, failures, interruptions or security breaches of the Company’s information systems or technology, general economic conditions and the other factors described in the Company’s annual report on Form 10-K for the year ended December 31, 2024 and the Company’s quarterly report on Form 10-Q for the quarter ended September 30, 2025, as well as the Company’s other filings with the Securities and Exchange Commission. In light of the significant risks and uncertainties inherent in forward-looking statements, investors should not place undue reliance on forward-looking statements, which reflect the Company’s views only as of the date of this press release. Except as required by law, neither the Company nor any of its affiliates or representatives undertake any obligation to provide additional information or to correct or update any information set forth in this release, whether as a result of new information, future developments or otherwise.