

**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 15, 2024  
**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:**

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 15, 2024, Christopher Rondeau resigned from the Planet Fitness, Inc. (the “Company”) board of directors (the “Board”). Mr. Rondeau did not serve on any Board committees at the time of his resignation.

The Company believes that Mr. Rondeau resigned from the Board because of disagreements with the Company over decisions made by the Company since Mr. Rondeau’s separation as chief executive officer in September 2023, including the Company’s decision to terminate the employment of approximately 9% of the Company’s headquarters employees in February 2024, the scope of the role of the interim chief executive officer in managing the Company during the Company’s ongoing search for a permanent chief executive officer, and the Board’s role in reviewing and approving such decisions. A copy of an e-mail sent by Mr. Rondeau to the Board on February 14, 2024 concerning the circumstances surrounding his resignation is filed as an exhibit to this Current Report on Form 8-K.

The Company thanks Mr. Rondeau for his service to the Company; however, the Company respectfully disagrees with Mr. Rondeau’s views on these matters. The Board has momentum behind the search for a new CEO and the Board is encouraged by the progress to date. The Company will provide an update on the search in its upcoming earnings call on February 22, 2024.

**Item 9.01**      **Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Exhibit Description</b>
17.1	<a href="#">Correspondence on departure of director (C. Rondeau)</a>
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: /s/ Thomas Fitzgerald

Name: Thomas Fitzgerald

Title: Chief Financial Officer

Dated: February 20, 2024

The following correspondence was sent by Christopher Rondeau to the Planet Fitness, Inc. board of directors via e-mail on February 14, 2024:

Good Evening Everyone,

First I want to start by thanking Craig for his work and grateful he was willing to step in while the CEO search is underway. Although I know my thoughts fall on deaf ears I feel it's important to be straightforward and transparent with some thoughts of mine. From the little I know we are not any closer in the CEO search then we were in 4th qtr. As we work to put this person in place its feels some of these moves we have been making are very large decisions and some could be brand/model changing. I'm not saying I don't necessarily agree with some of them but feel they are such big moves there would have been an all board meeting/zoom to agree and possibly vote to move forward. As we know when this new CEO is found, hopefully with much larger experiences than I with large franchise experience, 1000's+ units big brand experience and international experience, they will have their own ideations of how this company should be positioned and built therefore once again be more changes just months away and could rewind the stuff we are allowing to happen now.

In my opinion it seems reckless and negligent.

Lastly culture will always eat competition for lunch. Planet Fitness' was incredible, built over 30 years and proven by multiple culture surveys ordered by the board while i was CEO and all came back with flying colors one of the company's even saying "not only is it perfect it's the best they've seen". It pains me to see/hear where the people and franchisees are at and with no end in sight as they have ton of angst not knowing who or when this new CEO will be in place.

Thanks for taking the time to read

My Best  
Chris