

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

June 7, 2023
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 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 7.01 Regulation FD Disclosure.

Beginning on June 7, 2023, Planet Fitness, Inc. (the “Company”) intends to use the presentation furnished herewith, or portions thereof, in one or more meetings with investors and analysts. The presentation will also be available online at <https://investor.planetfitness.com>, beginning June 7, 2023. Information appearing on <https://investor.planetfitness.com> is not a part of, and is not incorporated by reference in, this Current Report on Form 8-K. A copy of the presentation is furnished as Exhibit 99.1 and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Planet Fitness Inc. June 2023 Investor Presentation
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL (included as Exhibit 101)

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: June 7, 2023



planet fitness[®]

➤ Breaking down barriers for 30 years

Investor Presentation
June 2023

Presentation of Financial Measures & Forward-Looking Statements

The financial information presented in this presentation includes non-GAAP financial measures such as EBITDA, Segment EBITDA, Adjusted EBITDA, and Adjusted earnings per share to provide measures that we believe are useful to investors in evaluating the Company's performance. These non-GAAP financial measures are supplemental measures of the Company's performance that are neither required by, nor presented in accordance with GAAP. These financial measures should not be considered in isolation or as substitutes for GAAP financial measures such as net income or any other performance measures derived in accordance with GAAP. In addition, in the future, the Company may incur expenses or charges such as those added back to calculate these non-GAAP measures. The Company's presentation of these non-GAAP measures should not be construed as an inference that the Company's future results will be unaffected by similar amounts or other unusual or nonrecurring items. Same store sales refers to year-over-year sales comparisons for the same store sales base of both corporate-owned and franchisee-owned stores, which is calculated for a given period by including only sales from stores that had sales in the comparable months of both years. 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. The non-GAAP financial measures used in our long-term growth targets will differ from their most directly comparable GAAP measures in ways similar to those in reconciliations the Company has previously provided in its disclosure with the Securities and Exchange Commission (SEC). We do not provide a reconciliation of growth targets for Adjusted EBITDA or Adjusted earnings per share to the most directly comparable GAAP measure because we are not able to predict with reasonable certainty the amount or nature of all items that will be included for the applicable period. Accordingly, a reconciliation of the Company's growth targets for these non-GAAP measures to the most directly comparable GAAP measure cannot be made available without unreasonable effort. These items are uncertain, depend on many factors and could have a material impact on our Adjusted EBITDA and Adjusted earnings per share for the applicable period.

This presentation 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 expected future performance presented under the heading "3-Year Financial Targets" attributed to the Company's Chief Financial Officer as well as other statements by other members of the Company's management team in this presentation, including with respect to the Company's growth opportunities, ability to create long-term value for our shareholders, long-term store and member growth, and other statements, estimates and projections that do not relate solely to historical facts. Forward-looking statements can be identified by words such as "believe," "expect," "goal," "plan," "will," "prospects," "future," "strategy," "projected" and similar references to future periods, although not all forward-looking statements include these identifying words. 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 risks and uncertainties associated with the duration and impact of COVID-19, which has resulted and may in the future result in store closures and a decrease in our net membership base and may give rise to or heighten one or more of the other risks and uncertainties described herein, 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 stores, 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 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, failures, interruptions or security breaches of the Company's information systems or technology, our ability to successfully integrate and realize the anticipated benefits from the Sunshine Acquisition, general economic conditions and the other factors described in the Company's annual report on Form 10-K for the year ended December 31, 2022, and the Company's other filings with the SEC. 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 presentation. 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.

Planet Fitness at a Glance

Enhancing people's lives by providing a high-quality fitness experience in a welcoming, non-intimidating environment, which we call the **Judgement Free Zone®**

NYSE: PLNT

2015 IPO

\$6.6 Billion¹

Market Cap

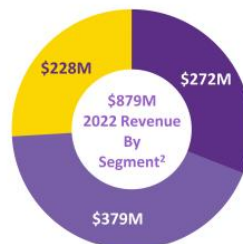
Corporate HQ

Hampton, NH

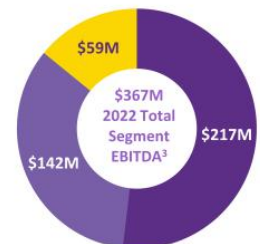
More than

2,400¹

Stores
Worldwide



■ Franchise ■ Corporate-owned Stores ■ Equipment



■ Franchise ■ Corporate-owned Stores ■ Equipment



■ United States ■ Canada ■ Australia ■ Mexico ■ Panama

1. As of 12/31/2022
2. Excludes NAF revenue
3. Offset by Corporate and other

Q1 2023 Results

18.1M+
members

2,446
stores

9.9%
Systemwide
Same Store
Sales

19%
revenue
growth

45%
AEBITDA
growth

40.6%
AEBITDA
margin

64%
Adj. EPS
growth



Why Invest in Planet Fitness?

Industry Leader

Largest fitness franchise by number of members and locations

Growing & Successful Business Model

Supporting increased consumer prioritization of health wellness, especially among Gen-Z

Historical Financial Performance

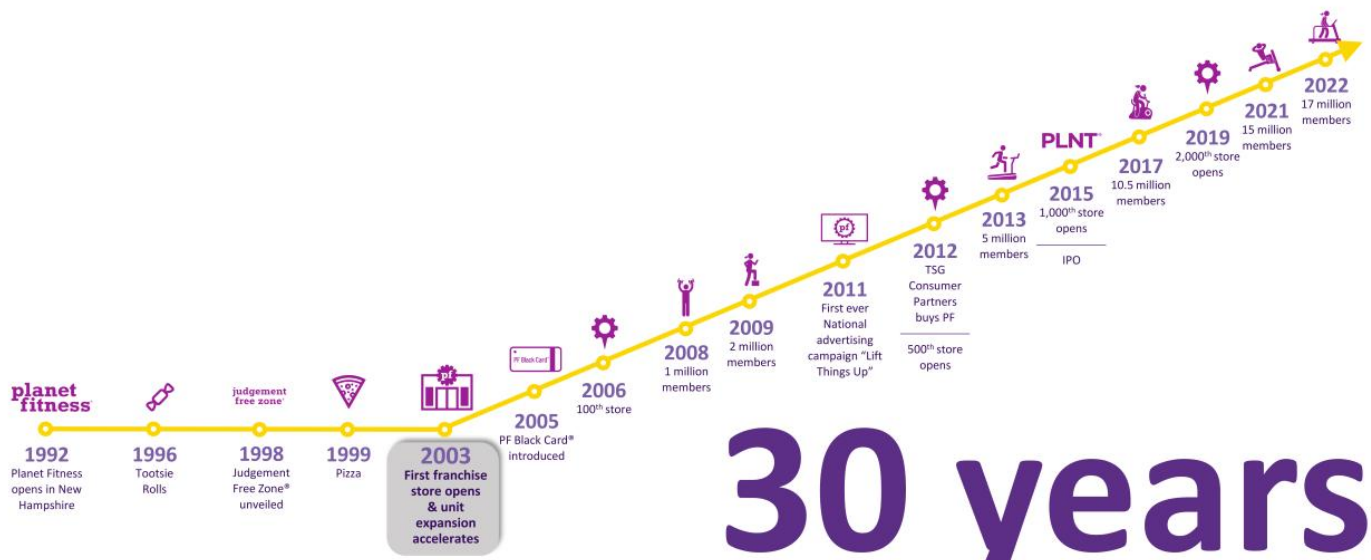
Strong track record of consistent positive system-wide same store sales growth

Disciplined Capital Allocation

Prioritizing high-return investments while also remaining asset-light

Experienced Management Team

Significant experience in building successful franchise model businesses



30 years

of consistent, reliable growth

Disruptive Brand

80% unserved

Judgement Free

Great Value

DIFFERENTIATED MODEL

Disciplined Franchise Model

Streamlined
Operating Model

Re-equip schedules

Unique royalty stream

Grew industry by going after 80% of U.S. population that doesn't belong to a gym

12.8M

NEW MEMBERS

Total U.S. gym
membership growth
2011-2019



11.1M

**NEW MEMBERS FROM PLNT
2011-2019**



**DROVE 87% OF INDUSTRY
MEMBER
GROWTH**

**& 13% OF INDUSTRY
UNIT GROWTH**

Broad demographic appeal



>50% of members are female



26% of members have incomes under \$50K

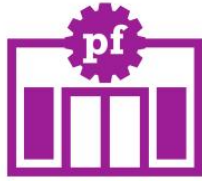
21% of members have incomes over \$100K



48% of members are under 35

15% of members are over 55

Significant size and scale advantage



Store & Membership

- **60%** greater by store count than next 17 High Value Low Price competitors combined¹
- Nearly **8x the membership** of next largest competitor¹

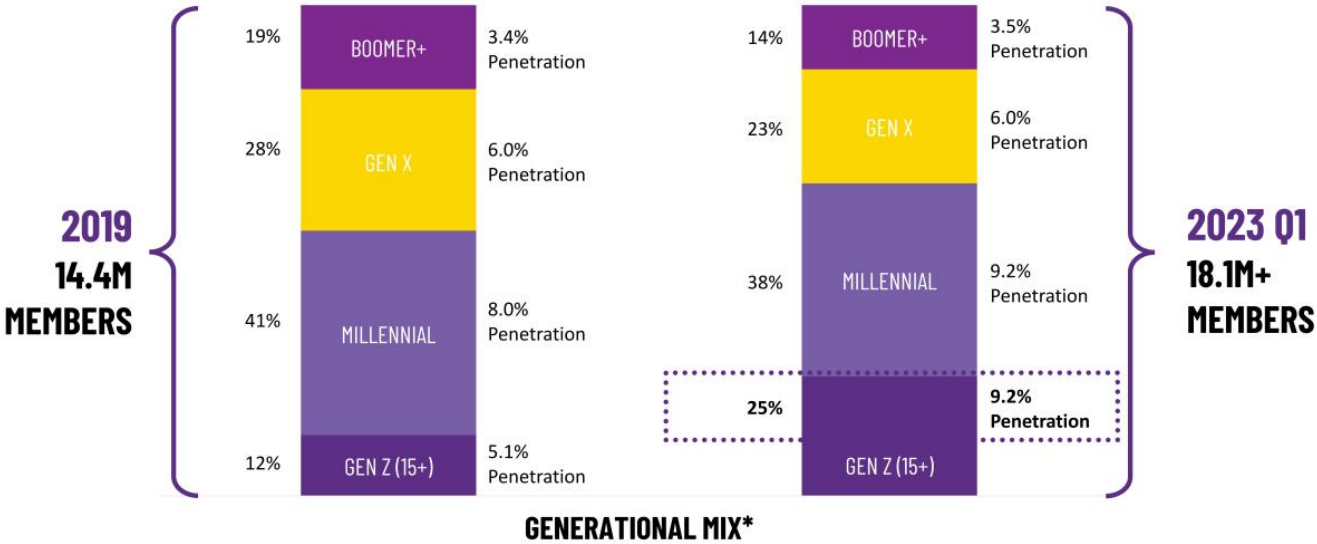


Marketing

- More than **\$1B spent on marketing systemwide since 2015 IPO**
- Spent over **\$240M** in systemwide marketing in 2022; more than 10x the combined spend of next 15 largest gym concept peers²
- **#1** in aided/unaided brand awareness³

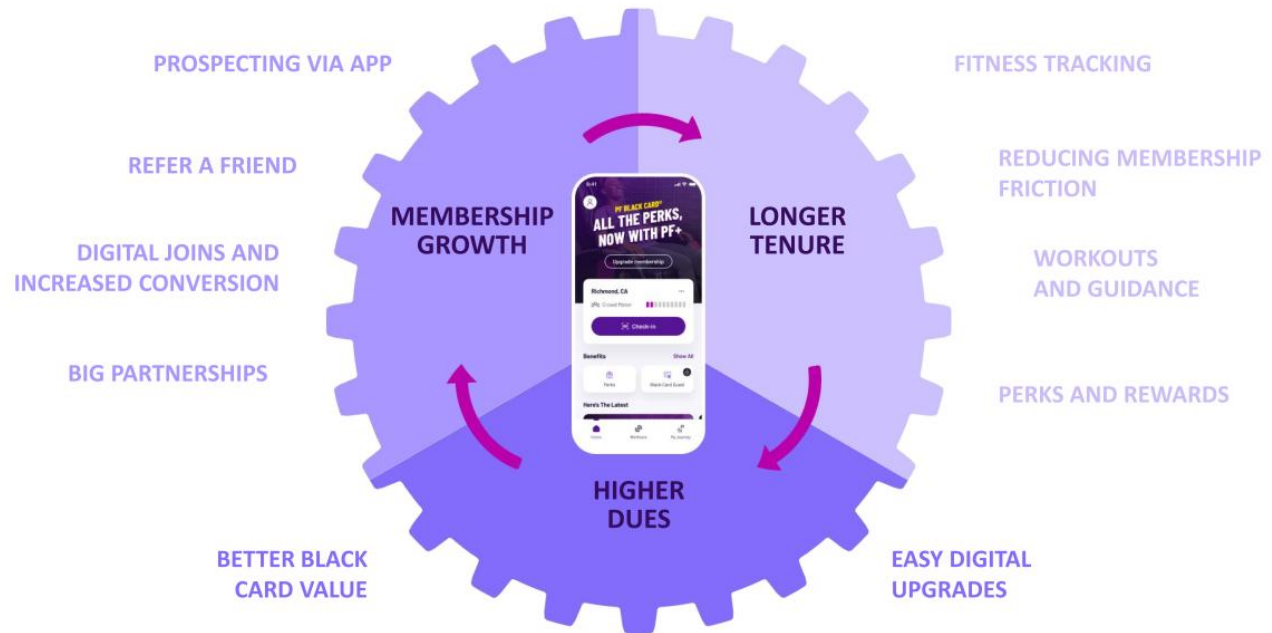
1. As of 12/31/2022
2. Next 15 largest gym concept peers as tracked by Kantar and Pathmatic
3. PF Brand Health, Magid Research, Winter 2023

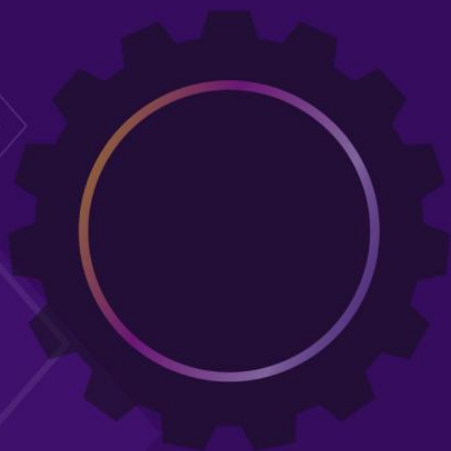
Confidence in long-term membership growth driven by historic ability to gain greater share of each successive generational group and consumer prioritization of overall health and wellness



*Through Q1 2023

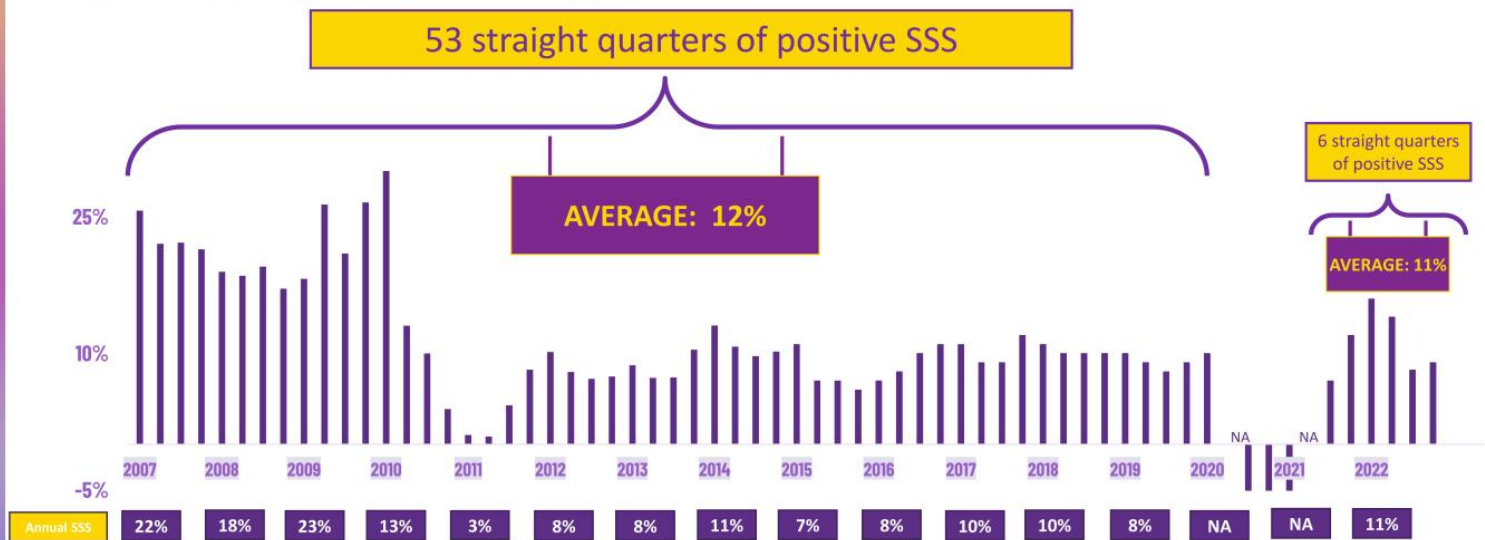
Digital flywheel unlocks even more value for members and supports retention





Our Business

Long track record of strong SSS growth primarily driven by member growth



Our Three Segments



Franchise

Growing locations and members by leveraging well-capitalized entrepreneurs with local market expertise



Corporate-Owned

Corporate-owned locations that represent a growing business with stable profitability



Equipment

High-quality, Planet Fitness-branded equipment sold at a fixed cadence with attractive pricing to our franchisees

Franchise

2,176

**Franchised
Locations¹**

5

Countries

90%+

**Recurring
Revenue
in '22**

- Franchise model designed to be streamlined and easy-to-operate, with efficient staffing and minimal inventory
- Supported by an active, engaged franchise operations and training system
- Dedicated marketing team that provides guidance, tracking, measurement, and advice on best practices
- Recurring revenue consists of:
 - Royalties
 - Monthly dues
 - Annual fees

1. As of 12/31/2022
2. Excludes NAF revenue

Revenue (\$M)²



EBITDA (\$M)



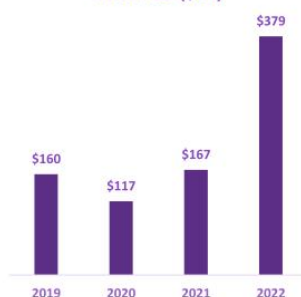
Corporate-Owned Stores

234
Corporate
Owned
Stores¹

95%+
Recurring
Revenue
in '22

- Diversified corporate store geographic footprint in Northeast and Southeast markets with runway for future store development.
- Target ownership of 10% of system to retain asset-light business model, an important part of shareholder value proposition.

Revenue (\$M)



EBITDA (\$M)



1. As of 12/31/2022

Equipment

New Store Equipment Purchases

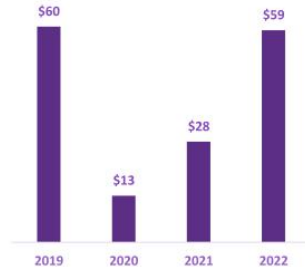
Predictable Replacement Revenue

- Franchisees obligated to:
 - Purchase new store equipment from PLNT¹
 - Replace cardio equipment every 5 years and strength equipment every 7 years
 - Provides high visibility into revenue generation
- Leverage our scale for competitive pricing and to secure extended warranties from suppliers
- Offer equipment at more attractive pricing than franchisees could otherwise secure

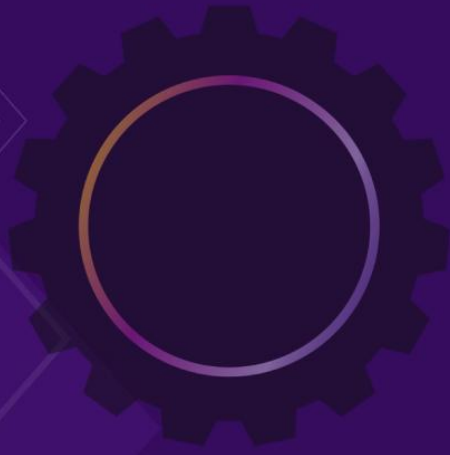
Revenue (\$M)



EBITDA (\$M)

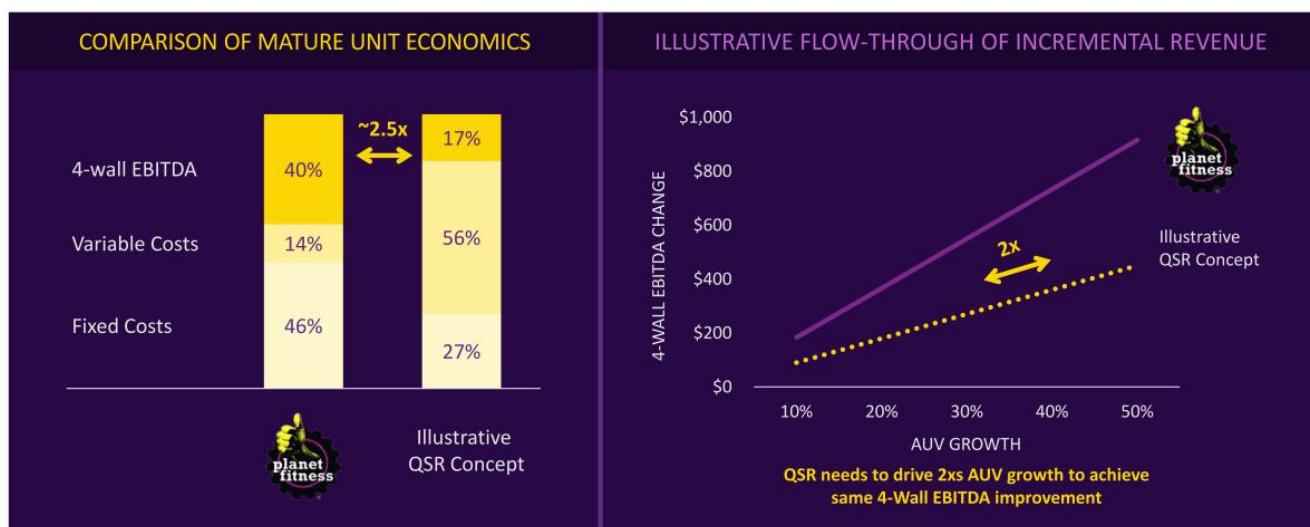


1. The limited number of International franchisees purchase directly from our vendors for which we earn a commission.



Financial Overview

Strong flow-through on incremental revenue growth compared to QSR



Source: Company filings, pre-pandemic returns
 Note: Illustrative QSR concept reflects 2/3 variable and 1/3 fixed costs.

Prioritizing high-return investments and committed to asset-light model

Capital Investments

- New stores
- Remodels
- Re-equip existing stores
- Technology

Share Repurchases

- Annual repurchase minimum of ~1M shares
- Option to increase where appropriate

2023 Outlook

- New equipment placements of approximately 160 franchise-owned locations
- System wide same store sales in the high single-digit percentage range

REVENUE

13% to 14%
growth⁴

ADJ. EBITDA

17% to 18%
growth

ADJ. NET INCOME

30% to 33%
growth

ADJ. EPS¹

33% to 36%
growth

NET INTEREST EXPENSE

~ \$75 million

CAPITAL EXPENDITURES²

Mid-30%
growth

D&A³

Mid-10%
growth

1. Based on adjusted diluted shares outstanding of approximately 89.5 million, inclusive of one million shares repurchased
2. Driven by additional stores in our corporate-owned portfolio
3. Driven by the increase in capital expenditures and a full-year of Sunshine in our results over 2022
4. Over 2022 results for metrics included in the outlook with expected growth targets

3-Year Financial Targets



*Refer to Presentation of Financial Measures and Forward-Looking Statements

*inclusive of planned share repurchases

Management Team



Chris Rondeau
Chief Executive Officer



Paul Barber
Chief Information Officer



Bill Bode
Division President,
U.S. Franchise



Tom Fitzgerald
Chief Financial Officer



Kathy Gentilozzi
Chief People Officer



Sherrill Kaplan
Chief Digital Officer



Jamie Medeiros
Chief Brand Officer



Jennifer Simmons
Division President,
Corporate Clubs



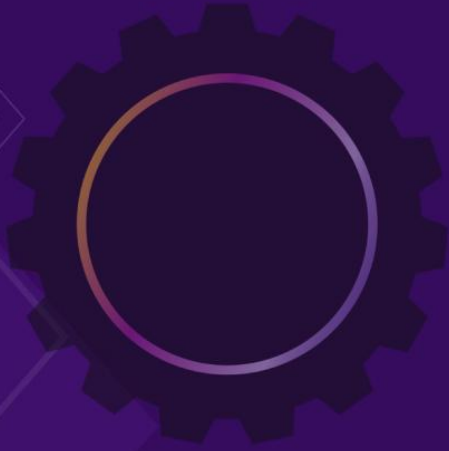
McCall Gosselin
SVP Communications
& Corporate Social
Responsibility



Brian O'Donnell
SVP, Chief Accounting
Officer



Justin Vartanian
General Counsel &
SVP, Internal Division



PF Purpose: Our commitment to ESG

PF Purpose

We are guided by our purpose to create a more judgement free planet where health and wellness is within reach for all.



ACCESS

We increase access to fitness for all through affordable memberships, nonintimidating environment, and investment in community partners and programs.



INCLUSION

We create, promote and reward inclusive clubs, cultures and communities



SUSTAINABILITY

We strive to leave a positive impact on the world by actively contributing to a healthier planet

Enhancing Lives and Creating a Healthier World

Environmental

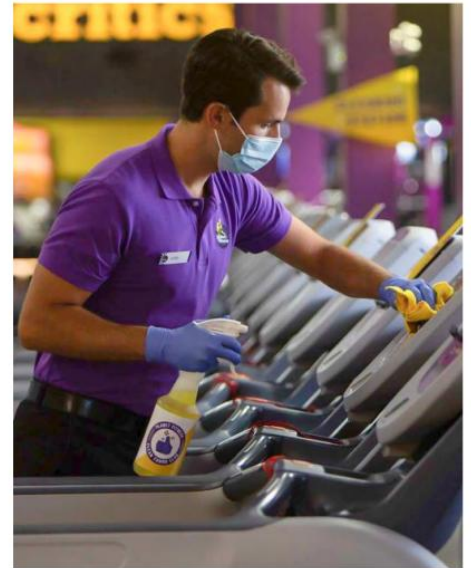
Committed to working with franchisees and partners to make environmentally sustainable decisions by reducing our environmental impact to ensure future generations have access to a healthy planet.

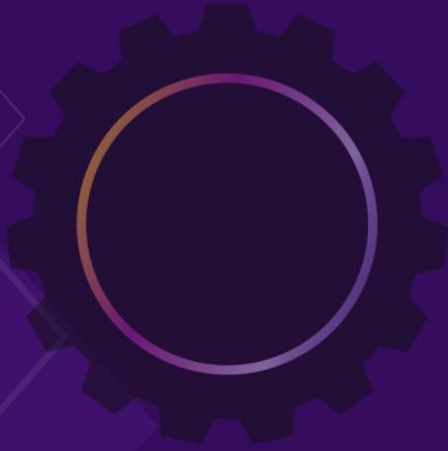
Social

Committed to increasing access to fitness, ensuring a safe environment for members and team members, creating opportunities for youth to build healthy habits and relationships, and fostering inclusive cultures in our clubs, communities and workplace.

Governance

Designed to drive sound company oversight, ensure leadership accountability, engender and maintain stakeholder trust, and demonstrate our commitment to our mission to create a healthier world, while driving long-term, sustainable value creation.





Appendix

Income Statement

	For the three months ended December 31,		For the year ended December 31,	
	2022	2021	2022	2021
Revenue:				
Franchise	\$ 71,316	\$ 64,549	\$ 271,559	\$ 238,349
National advertising fund revenue	14,945	13,868	58,075	52,361
Corporate-owned stores	100,453	44,864	379,393	167,219
Equipment	94,554	60,359	227,745	129,094
Total revenue	281,268	183,640	936,772	587,023
Operating costs and expenses:				
Cost of revenue	73,764	47,414	177,200	100,993
Store operations	57,633	28,628	219,422	110,716
Selling, general and administrative	28,677	27,292	114,853	94,540
National advertising fund expense	15,671	17,574	66,116	59,442
Depreciation and amortization	33,595	16,042	124,022	62,800
Other losses, net	7,533	17,500	5,081	15,137
Total operating costs and expenses	216,873	154,450	706,694	443,628
Income from operations	64,395	29,190	230,078	143,395
Other income (expense), net:				
Interest income	2,761	233	5,005	878
Interest expense	(22,101)	(20,492)	(88,628)	(81,211)
Other income (expense), net	5,983	(11,797)	14,983	(11,102)
Total other expense, net	(13,357)	(32,056)	(68,640)	(91,435)
Income before income taxes	51,038	(2,866)	161,438	51,960
Equity losses of unconsolidated entities, net of tax	(133)	(179)	(467)	(179)
Provision (benefit) for income taxes	14,573	(9,329)	50,515	5,659
Net income	36,332	6,284	110,456	46,122
Less net income attributable to non-controlling interests	2,649	544	11,054	3,348
Net income attributable to Planet Fitness, Inc.	\$ 33,683	\$ 5,740	\$ 99,402	\$ 42,774
Net income per share of Class A common stock:				
Basic	\$ 0.40	\$ 0.07	\$ 1.18	\$ 0.51
Diluted	\$ 0.40	\$ 0.07	\$ 1.18	\$ 0.51
Weighted-average shares of Class A common stock outstanding:				
Basic	83,423	83,596	84,137	83,296
Diluted	83,812	84,152	84,544	83,894

Balance Sheet

	December 31, 2022	December 31, 2021
Assets		
Current assets		
Cash and cash equivalents	\$ 409,840	\$ 545,909
Restricted cash	62,659	58,032
Accounts receivable, net of allowances for uncollectible amounts of \$0 and \$0 at December 31, 2022 and 2021, respectively	46,242	27,257
Inventory	5,266	1,155
Prepaid expenses	11,078	12,869
Other receivables	14,975	13,519
Income tax receivable	5,471	3,673
Total current assets	555,531	662,414
Property and equipment, net of accumulated depreciation of \$227,869 and \$152,296, as of December 31, 2022 and 2021, respectively	348,820	173,687
Investments, net of allowance for expected credit losses of \$14,957 and \$17,462 as of December 31, 2022 and 2021, respectively	25,122	18,740
Right-of-use assets, net	346,937	190,330
Intangible assets, net	417,067	200,937
Goodwill	702,690	228,569
Deferred income taxes	454,565	539,264
Other assets, net	3,857	2,022
Total assets	\$ 2,854,589	\$ 2,015,983
Liabilities and stockholders' deficit		
Current liabilities		
Current maturities of long-term debt	\$ 20,750	\$ 17,500
Accounts payable	20,578	27,892
Accrued expenses	66,993	51,714
Equipment deposits	8,443	6,036
Deferred revenue, current	53,759	28,351
Payable pursuant to tax benefit arrangements, current	31,940	20,302
Other current liabilities	42,067	24,815
Total current liabilities	244,530	176,610
Long-term debt, net of current maturities	1,978,131	1,665,273
Borrowings under Variable Funding Notes	—	75,000
Lease liabilities, net of current portion	341,843	197,682
Deferred revenue, net of current portion	33,152	33,428
Deferred tax liabilities	1,471	—
Payable pursuant to tax benefit arrangements, net of current portion	462,525	507,805
Other liabilities	4,498	3,030
Total noncurrent liabilities	2,821,620	2,482,218
Stockholders' equity (deficit)		
Class A common stock, \$0.0001 par value - 300,000 shares authorized, 83,430 and 83,804 shares issued and outstanding as of December 31, 2022 and 2021, respectively	8	8
Class B common stock, \$0.0001 par value - 100,000 shares authorized, 6,146 and 3,056 shares issued and outstanding as of December 31, 2022 and 2021, respectively	1	1
Accumulated other comprehensive income	(448)	12
Additional paid in capital	505,144	63,428
Accumulated deficit	(703,717)	(708,804)
Total stockholders' deficit attributable to Planet Fitness Inc.	(199,012)	(645,355)
Non-controlling interests	(12,549)	2,510
Total stockholders' deficit	(211,561)	(642,845)
Total liabilities and stockholders' deficit	\$ 2,854,589	\$ 2,015,983

Cash Flow Statement

	For the Year Ended December 31,	
	2022	2021
Cash flows from operating activities:		
Net income	\$ 110,456	\$ 46,122
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	124,022	62,800
Amortization of deferred financing costs	5,314	6,346
Write-off of deferred financing costs	1,583	—
Equity (earnings) losses of unconsolidated entities, net of tax	467	179
Dividends accrued on investment	(1,876)	(1,401)
Deferred tax expense	48,618	1,528
Loss (gain) on re-measurement of tax benefit arrangement	(13,831)	11,737
Gain on sale of corporate-owned stores	(1,324)	—
Credit (gain) loss on held-to-maturity investment	(2,505)	17,462
Other	262	13
Loss on reacquired franchise rights	1,160	—
Equity-based compensation	8,068	8,805
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable	(19,177)	(10,804)
Inventory	(4,112)	(681)
Other assets and other current assets	(5,152)	8,259
Accounts payable and accrued expenses	(14,721)	30,928
Other liabilities and other current liabilities	8,636	(3,063)
Income taxes	(1,672)	2,202
Payments pursuant to tax benefit arrangements	(19,253)	(445)
Equipment deposits	2,457	5,233
Deferred revenue	9,404	2,340
Leases	3,183	1,718
Net cash provided by operating activities	240,207	189,289
Cash flows from investing activities:		
Additions to property and equipment	(100,057)	(54,074)
Acquisitions of franchisees	(424,940)	(1,388)
Proceeds from sale of property and equipment	60	46
Proceeds from sale of corporate-owned stores	20,820	—
Investments	(2,449)	(35,000)
Net cash used in investing activities	(506,566)	(90,916)
Cash flows from financing activities:		
Proceeds from issuance of long-term debt	900,000	—
Proceeds from issuance of Variable Funding Notes	75,000	—
Proceeds from issuance of Class A common stock	925	8,186
Principal payments on capital lease obligations	(269)	(182)
Repayment of long-term debt and variable funding notes	(724,813)	(17,500)
Payment of deferred financing and other debt-related costs	(16,176)	—
Repurchase and retirement of Class A common stock	(94,315)	—
Distributions to members of Pla-Fit Holdings	(4,628)	(750)
Net cash used in provided by financing activities	135,725	(10,246)
Effects of exchange rate changes on cash and cash equivalents	(608)	14
Net increase in cash, cash equivalents and restricted cash	(131,442)	88,141
Cash, cash equivalents and restricted cash, beginning of period	603,941	515,800
Cash, cash equivalents and restricted cash, end of period	\$ 472,499	\$ 603,941
Supplemental cash flow information:		
Net cash paid for income taxes	\$ 3,625	\$ 1,848
Cash paid for interest	\$ 80,961	\$ 74,869
Non-cash investing activities:		
Non-cash additions to property and equipment	\$ 13,936	\$ 5,659
Fair value of common stock issued as consideration for acquisition	\$ 393,730	\$ —

Non-GAAP Financial Measures

	Three months ended December 31,		Year ended December 31,	
	2022	2021	2022	2021
(in thousands)				
Net income	\$ 36,332	\$ 6,284	\$ 110,456	\$ 46,122
Interest income	(2,761)	(233)	(5,005)	(878)
Interest expense	22,101	20,492	88,628	81,211
Provision (benefit) for income taxes	14,573	(9,329)	50,515	5,659
Depreciation and amortization	33,595	16,042	124,022	62,800
EBITDA	\$ 103,840	\$ 33,256	\$ 368,616	\$ 194,914
Purchase accounting adjustments-revenue ⁽¹⁾	119	110	332	379
Purchase accounting adjustments-rent ⁽²⁾	108	109	436	433
Loss on reacquired franchise rights ⁽³⁾	—	—	1,160	—
Transaction fees and acquisition related costs ⁽⁴⁾	153	—	5,497	—
Gain on settlement of preexisting contract with acquiree ⁽⁵⁾	—	—	(2,059)	—
Gain on sale of corporate-owned stores ⁽⁶⁾	—	—	(1,324)	—
Legal matters ⁽⁷⁾	8,550	—	9,739	—
Insurance recovery ⁽⁸⁾	—	—	(174)	(2,500)
(Gain) loss on adjustment of allowance for credit loss on held-to-maturity investment ⁽⁹⁾	(934)	17,462	(2,506)	17,462
Dividend income on held-to-maturity investments ⁽¹⁰⁾	(485)	(1,401)	(1,876)	(1,401)
Tax benefit arrangement remeasurement ⁽¹¹⁾	(5,450)	12,085	(13,831)	11,737
Other ⁽¹²⁾	203	543	1,824	1,286
Adjusted EBITDA ⁽¹³⁾	\$ 106,104	\$ 62,164	\$ 365,834	\$ 222,310

Non-GAAP Financial Measures (contd.)

- (1) Represents the impact of revenue-related purchase accounting adjustments associated with the acquisition of Pla-Fit Holdings on November 8, 2012 by TSG (the "2012 Acquisition"). At the time of the 2012 Acquisition, the Company maintained a deferred revenue account, which consisted of deferred area development agreement fees, deferred franchise fees, and deferred enrollment fees that the Company billed and collected up front but recognizes for 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 \$0.2 million and \$0.2 million in the years ended December 31, 2022 and 2021, respectively, reflect the difference between the higher rent expense recorded in accordance with GAAP since the acquisition and the rent expense that would have been recorded had the 2012 Acquisition not occurred. Adjustments of \$0.1 million, \$0.1 million, \$0.3 million and \$0.3 million in the three months ended December 31, 2022 and 2021 and the years ended December 31, 2022 and 2021, respectively, are due to the amortization of favorable and unfavorable lease intangible assets. 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 the impact of a non-cash loss recorded in accordance with ASC 805—Business Combinations related to our acquisition of franchisee-owned stores. The loss recorded under GAAP represents the difference between the fair value of the reacquired franchise rights and the contractual terms of the reacquired franchise rights and is included in other (gain) loss on our consolidated statements of operations.
- (4) Represents transaction fees and acquisition-related costs incurred in connection with our acquisition of franchisee-owned stores.
- (5) Represents a gain on settlement of deferred revenue from existing contracts with acquired franchisee-stores recorded in accordance with ASC 805 – Business Combinations, and is included in other (gains) losses, net on our consolidated statement of operations.
- (6) Represents a gain on the sale of corporate-owned stores.
- (7) Represents costs associated with legal matters in which the Company is a defendant. In 2022, this represents an \$8.6 million legal reserve related to a preliminary settlement agreement with a franchisee and a \$1.2 million reserve against an indemnification receivable related to a legal matter.
- (8) Represents an insurance recovery of previously recognized expenses related to the settlement of legal claims.
- (9) Represents (gain) loss on the adjustment of the allowance for credit losses on the Company's held-to-maturity investment.
- (10) Represents dividend income recognized on a held-to-maturity investment.
- (11) Represents gains and losses related to the adjustment of our tax benefit arrangements primarily due to changes in our deferred state tax rate.
- (12) Represents certain other charges and gains that we do not believe reflect our underlying business performance.
- (13) Effective September 30, 2022, we no longer exclude pre-opening costs from our computation of Adjusted EBITDA. Adjusted EBITDA for all prior periods presented has been restated to the current period computation methodology.

The logo features the words "planet fitness" in a bold, lowercase, yellow sans-serif font. A registered trademark symbol (®) is located at the top right of the word "fitness". To the left of the text, there are several stylized, overlapping chevron shapes in various shades of purple and blue, pointing towards the right.

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Contact Investor Relations:
Stacey Caravella
investor@planetfitness.com

