

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <b>FARALLON CAPITAL INSTITUTIONAL PARTNERS II LP</b>  (Last) (First) (Middle) C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100  (Street) SAN FRANCISCO CA 94111  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>TOWN SPORTS INTERNATIONAL HOLDINGS INC [ CLUB ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>Member of Group Owning 10%</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>06/16/2017</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 per share	06/16/2017		S		1,323,777	D	\$3.6	72,234	D <sup>(1)(2)(3)</sup>	
Common Stock, par value \$0.001 per share	06/16/2017		S		1,492,872	D	\$3.6	81,462	D <sup>(1)(2)(4)</sup>	
Common Stock, par value \$0.001 per share	06/16/2017		S		968,413	D	\$3.6	52,843	D <sup>(1)(2)(5)</sup>	
Common Stock, par value \$0.001 per share	06/16/2017		S		2,371	D	\$3.6	129	D <sup>(1)(2)(6)</sup>	
Common Stock, par value \$0.001 per share	06/16/2017		S		62,567	D	\$3.6	3,414	D <sup>(1)(2)(7)</sup>	
Common Stock, par value \$0.001 per share	06/19/2017		S		72,234	D	\$3.6	0	D <sup>(1)(2)(3)</sup>	
Common Stock, par value \$0.001 per share	06/19/2017		S		81,462	D	\$3.6	0	D <sup>(1)(2)(4)</sup>	
Common Stock, par value \$0.001 per share	06/19/2017		S		52,843	D	\$3.6	0	D <sup>(1)(2)(5)</sup>	
Common Stock, par value \$0.001 per share	06/19/2017		S		129	D	\$3.6	0	D <sup>(1)(2)(6)</sup>	
Common Stock, par value \$0.001 per share	06/19/2017		S		3,414	D	\$3.6	0	D <sup>(1)(2)(7)</sup>	
Common Stock, par value \$0.001 per share								0	I	See footnotes, <sup>(1)(2)(8)(9)</sup>
Common Stock, par value \$0.001 per share								0	I	See footnotes, <sup>(1)(2)(8)(10)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

1. Name and Address of Reporting Person<sup>\*</sup>  
[FARALLON CAPITAL INSTITUTIONAL PARTNERS II LP](#)

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(Last) (First) (Middle)  
C/O FARALLON CAPITAL MANAGEMENT, L.L.C.  
ONE MARITIME PLAZA, SUITE 2100

---

(Street)  
SAN FRANCISCO CA 94111

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(City) (State) (Zip)

1. Name and Address of Reporting Person<sup>\*</sup>  
[FARALLON CAPITAL INSTITUTIONAL PARTNERS III LP](#)

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(Last) (First) (Middle)  
C/O FARALLON CAPITAL MANAGEMENT, L.L.C.  
ONE MARITIME PLAZA, SUITE 2100

---

(Street)  
SAN FRANCISCO CA 94111

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(City) (State) (Zip)

1. Name and Address of Reporting Person<sup>\*</sup>  
[Farallon Capital Institutional Partners, L.P.](#)

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(Last) (First) (Middle)  
C/O FARALLON CAPITAL MANAGEMENT, L.L.C.  
ONE MARITIME PLAZA, SUITE 2100

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(Street)  
SAN FRANCISCO CA 94111

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(City) (State) (Zip)

1. Name and Address of Reporting Person<sup>\*</sup>  
[FARALLON CAPITAL INSTITUTIONAL PARTNERS IV LP](#)

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(Last) (First) (Middle)  
C/O FARALLON CAPITAL MANAGEMENT, L.L.C.  
ONE MARITIME PLAZA, SUITE 2100

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(Street)  
SAN FRANCISCO CA 94111

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(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<a href="#">Farallon Capital Offshore Investors II, L.P.</a>		
(Last)	(First)	(Middle)
C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100		
(Street)		
SAN FRANCISCO CA		94111
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">Farallon Capital Partners, L.P.</a>		
(Last)	(First)	(Middle)
C/O FARALLON CAPITAL MANAGEMENT, L.L.C., ONE MARITIME PLAZA, SUITE 2100		
(Street)		
SAN FRANCISCO CA		94111
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">FARALLON PARTNERS L L C/CA</a>		
(Last)	(First)	(Middle)
C/O FARALLON CAPITAL MANAGEMENT, L.L.C., ONE MARITIME PLAZA, SUITE 2100		
(Street)		
SAN FRANCISCO CA		94111
(City) (State) (Zip)		

**Explanation of Responses:**

- The entities and individuals identified in the footnotes to this Form 4 may be deemed members of a group holding equity securities of Town Sports International Holdings, Inc. (the "Issuer"). The filing of this Form 4 and any statements included herein shall not be deemed to be an admission that such entities and individuals are members of such a group.
- Since the number of reporting persons that may be listed on a Form 4 is limited, the entities and individuals listed in these footnotes that are not reporting persons on this Form 4 are filing an additional Form 4 on the date hereof as reporting persons with respect to the securities described herein (the "Parallel Form 4"). Information regarding these entities and individuals is included in this Form 4 for purposes of clarification and convenience only, and is duplicative of the information contained in the Parallel Form 4.
- The amount of securities shown in this row is owned directly by Farallon Capital Partners, L.P. ("FCP").
- The amount of securities shown in this row is owned directly by Farallon Capital Institutional Partners, L.P. ("FCIP").
- The amount of securities shown in this row is owned directly by Farallon Capital Institutional Partners II, L.P. ("FCIP II").
- The amount of securities shown in this row is owned directly by Farallon Capital Institutional Partners III, L.P. ("FCIP III").
- The amount of securities shown in this row is owned directly by Farallon Capital Offshore Investors II, L.P. ("FCOI II" and, together with FCP, FCIP, FCIP II and FCIP III, the "Farallon Funds").
- The amount of securities shown in this row is owned directly by the Farallon Funds.
- As the general partner of each of the Farallon Funds, Farallon Partners, L.L.C. ("FPLLC") may be deemed to be a beneficial owner of the Issuer's securities held by the Farallon Funds. FPLLC hereby disclaims any beneficial ownership of any of the Issuer's securities reported or referenced herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "'34 Act"), or otherwise, except as to securities representing FPLLC's pro rata interest in, and interest in the profits of, the Farallon Funds.
- Each of Philip D. Dreyfuss, Michael B. Fisch, Richard B. Fried, David T. Kim, Monica R. Landry, Michael G. Linn, Ravi K. Paidipaty, Rajiv A. Patel, Thomas G. Roberts, Jr., William Seybold, John R. Warren and Mark C. Wehrly (collectively, the "Managing Members") and Andrew J.M. Spokes (the "Senior Managing Member"), as a Managing Member or the Senior Managing Member, as the case may be, of FPLLC, in each case with the power to exercise investment discretion, may be deemed to be a beneficial owner of the Issuer's securities held by the Farallon Funds. Each of the Managing Members and the Senior Managing Member disclaims any beneficial ownership of any of the Issuer's securities reported or referenced herein for purposes of Section 16 of the '34 Act or otherwise, except to the extent of his or her pecuniary interest, if any.

[/s/ Michael Fisch, as attorney-in-fact and/or authorized signer for Farallon Capital Institutional Partners II, L.P.](#) [06/20/2017](#)

[/s/ Michael Fisch, as attorney-in-fact and/or authorized signer for Farallon Capital Institutional Partners III, L.P.](#) [06/20/2017](#)

[/s/ Michael Fisch, as attorney-in-fact and/or authorized signer for Farallon Capital Institutional Partners, L.P.](#) [06/20/2017](#)

/s/ Michael Fisch, as attorney-  
in-fact and/or authorized 06/20/2017  
signer for Farallon Capital  
Offshore Investors II, L.P.

/s/ Michael Fisch, as attorney-  
in-fact and/or authorized 06/20/2017  
signer for Farallon Capital  
Partners, L.P.

/s/ Michael Fisch, as attorney-  
in-fact and/or authorized 06/20/2017  
signer for Farallon Partners,  
L.L.C.

\*\* Signature of Reporting Person      Date

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

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

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**