

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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 25, 2019**

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**Town Sports International Holdings, Inc.**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or other Jurisdiction  
of Incorporation)

**001-36803**  
(Commission  
File Number)

**20-0640002**  
(I.R.S. Employer  
Identification No.)

**1001 US North Highway 1, Suite 201, Jupiter, Florida**  
(Address of Principal Executive Offices)

**33477**  
(Zip Code)

**399 Executive Boulevard, Elmsford, New York**  
(Mailing address)

**10523**  
(Zip Code)

**Registrant's telephone number, including area code: (212) 246-6700**

(Former name or former address, if changed since last report)

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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))

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.

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.001 par value per share	CLUB	Nasdaq Global Market

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**Item 2.02 Results of Operations and Financial Condition**

On July 25, 2019, Town Sports International Holdings, Inc. (the “Company”) issued a press release announcing its results for the second quarter of 2019. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 2.02 and Item 9.01 of this Current Report on Form 8-K, including the attached Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 (“the Exchange Act”) or otherwise subject to the liability of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Press release issued by Town Sports International Holdings, Inc. on July 25, 2019 announcing earnings for the second quarter of 2019.

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**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 thereunto duly authorized.

**TOWN SPORTS INTERNATIONAL HOLDINGS, INC.**  
(Registrant)

Date: July 25, 2019

By: /s/ Carolyn Spatafora  
Carolyn Spatafora  
*Chief Financial Officer*

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#"><u>Exhibit 99.1</u></a>	<a href="#"><u>Press release issued by Town Sports International Holdings, Inc. on July 26, 2019 announcing earnings for the second quarter of 2019.</u></a>

**TOWN SPORTS INTERNATIONAL HOLDINGS, INC.**  
**REPORTS SECOND QUARTER 2019 RESULTS**

New York, NY - July 25, 2019 - Town Sports International Holdings, Inc. (“TSI” or the “Company”) (NASDAQ: CLUB) today reported results for the second quarter of 2019.

TSI’s earnings for the second quarter of 2019 are summarized below. To become fully apprised of our results, shareholders are urged to read our Form 10-Q for the quarterly period ended June 30, 2019 posted at <https://www.townsportsinternational.com>. *The limited information that follows in this press release is not adequate for making informed investment decisions. The unaudited condensed consolidated Statements of Operations are included below.*

Dollar amounts in this release are in thousands, except for share and per share amounts. Amounts are unaudited.

**Condensed Consolidated Statements of Operations**

	Second Quarter	
	2019	2018
<b>Revenues:</b>		
Club operations	\$ 117,027	\$ 111,047
Fees and other	1,677	1,282
	<u>118,704</u>	<u>112,329</u>
<b>Operating Expenses:</b>		
Payroll and related	45,547	42,396
Club operating	55,017	50,131
General and administrative	6,493	6,381
Depreciation and amortization	10,075	9,640
	<u>117,132</u>	<u>108,548</u>
Operating income	1,572	3,781
Interest expense	3,240	3,338
Interest income	(16)	(45)
Equity in the earnings of investees	(93)	(78)
(Loss) income before benefit for corporate income taxes	(1,559)	566
Benefit for corporate income taxes	(2)	(35)
Net (loss) income including non-controlling interests	(1,557)	601
Less: net loss attributable to non-controlling interests	(110)	—
Net (loss) income attributable to Town Sports International Holdings, Inc. and Subsidiaries	<u>\$ (1,447)</u>	<u>\$ 601</u>
<b>(Loss) earnings per share:</b>		
Basic	\$ (0.05)	\$ 0.02
Diluted	\$ (0.05)	\$ 0.02
<b>Weighted average number of shares used in calculating (loss) earnings per share:</b>		
Basic	26,580,772	25,844,061
Diluted	26,580,772	26,584,112

**Reconciliation of Net (Loss) Income to EBITDA and Adjusted EBITDA**

	Second Quarter	
	2019	2018
Net (loss) income including non-controlling interests	\$ (1,557)	\$ 601
Less: net loss attributable to non-controlling interests	(110)	—
Net (loss) income attributable to TSI and subsidiaries	(1,447)	601
Interest expense, net of interest income	3,224	3,293
Benefit for corporate income taxes	(2)	(35)
Depreciation and amortization	10,075	9,640
EBITDA <sup>(1)</sup>	11,850	13,499
Net income related to closing clubs and other cost-savings initiatives	8	42
Incremental expense related to the adoption of ASC 606 <sup>(2)</sup>	122	267
Adjusted EBITDA <sup>(1)</sup>	\$ 11,980	\$ 13,808

(1) EBITDA and Adjusted EBITDA for the second quarters of 2019 and 2018 include costs related to acquisitions of \$168 and \$609, respectively.

(2) On January 1, 2018, the Company adopted FASB Accounting Standards Codification Topic 606 and all the related amendments (“ASC 606”) which requires the Company to defer costs related to obtaining members and expense those costs over the estimated membership life. Under previous guidance, these membership costs were expensed at the time of the respective sale.

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## **Non-GAAP Financial Measures - EBITDA and Adjusted EBITDA**

EBITDA consists of net income (loss) attributable to TSI and subsidiaries plus interest expense (net of interest income), benefit for corporate income taxes, and depreciation and amortization. Adjusted EBITDA is TSI's EBITDA excluding certain items, such as any fixed asset or goodwill impairments, incremental expense related to the adoption of ASC 606, as well as net income related to closing clubs and other cost-savings initiatives. EBITDA is not a measure of liquidity or financial performance presented in accordance with GAAP. EBITDA, as we define it, may not be identical to similarly titled measures used by some other companies.

EBITDA has material limitations as an analytical tool and should not be considered in isolation or as a substitute for net income (loss) attributable to TSI and subsidiaries, operating income (loss), cash flows from operating activities or other cash flow data prepared in accordance with GAAP. The items excluded from EBITDA, but included in the calculation of reported net income attributable to TSI and subsidiaries and operating income, are significant and must be considered in performing a comprehensive assessment of our performance.

Investors or prospective investors in TSI regularly request EBITDA as a supplemental analytical measure to, and in conjunction with, our GAAP financial data. We understand that these investors use EBITDA, among other things, to assess our ability to service our existing debt and to incur debt in the future, to evaluate our executive compensation programs, to assess our ability to fund our capital expenditure program, and to gain insight into the manner in which TSI's management and board of directors analyze our performance. We believe that investors find the inclusion of EBITDA in our press releases to be useful and helpful to them.

Our management and board of directors also use EBITDA as a supplemental measure to our GAAP financial data for purposes broadly similar to those used by investors.

Adjusted EBITDA has similar uses and limitations as EBITDA. We have excluded additional items in the calculation of Adjusted EBITDA because management believes that this metric is useful in making period to period comparisons of our performance. We do not, and investors should not, place undue reliance on EBITDA or Adjusted EBITDA as a measure of our performance.

## **Forward-Looking Statements**

This release may contain "forward-looking" statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, without limitation, statements regarding future financial results and performance, potential club closures, results of cost-savings initiatives, and other statements that are predictive in nature or depend upon or refer to events or conditions, or that include words such as "may," "should," or the negative version of these words or other comparable words. Forward-looking statements speak only as of the date when made, and TSI undertakes no obligation to update these statements in light of subsequent events or developments. Actual results may differ materially from anticipated results or outcomes discussed in any forward-looking statement.

## **About Town Sports International Holdings, Inc.**

Town Sports International Holdings, Inc. is a diversified holding company with subsidiaries engaged in a number of business and investment activities. The Company's largest operating subsidiary has been involved in the fitness industry since 1973 and has grown to become one of the largest owners and operators of fitness clubs in the Northeast region of the United States. TSI's corporate structure provides flexibility to make investments across a broad spectrum of industries in order to create long-term value for shareholders.

Until further notice, TSI will not be hosting conference calls to discuss quarterly results. TSI intends to continue to issue press releases reporting quarterly earnings.

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