

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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 * <u>PW Partners Atlas Fund II, LP</u> (Last) (First) (Middle) 141 W. JACKSON BLVD. STE. 1702 (Street) CHICAGO IL 60604 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/11/2019	3. Issuer Name and Ticker or Trading Symbol <u>TOWN SPORTS INTERNATIONAL HOLDINGS INC [CLUB]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>See Explanation of Responses</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Option (right to buy) ⁽¹⁾	12/11/2019	12/23/2019	Common Stock, \$0.001 par value	1.5	D	

Explanation of Responses:

- PW Partners Atlas Fund II LP ("Atlas Fund II") may be deemed to be a member of a Section 13(d) group that collectively beneficially owns more than 10% of the Issuer's outstanding shares of Common Stock. Atlas Fund II disclaims beneficial ownership of the securities of the Issuer owned directly by other members of the Section 13(d) group and this report shall not be deemed an admission that it is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- On December 11, 2019, Atlas Fund II entered into a Call Option Agreement (the "Option Agreement") with HG Vora Special Opportunities Master Fund, Ltd. ("HG Vora") pursuant to which HG Vora granted Atlas Fund II an irrevocable option to purchase from HG Vora up to 1,500,000 shares of Common Stock at an exercise price of \$1.50 per share (the "Option"). The Option is exercisable by Atlas Fund II at any time prior to 12:00 p.m. Eastern time on December 23, 2019, in whole or in part, at Atlas Fund II's sole discretion.

By: PW Partners Atlas Fund II LP, By: PW Partners Atlas Funds, LLC, General Partner, By: /s/ Patrick Walsh, Managing Member and Chief Executive Officer 12/17/2019

** 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 5 (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.