

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* <u>Walsh Patrick</u> <hr/> (Last) (First) (Middle) 141 W. JACKSON BLVD. STE. 1702 <hr/> (Street) CHICAGO IL 60604 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TOWN SPORTS INTERNATIONAL HOLDINGS INC [ CLUB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/21/2019	
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, \$0.001 par value <sup>(1)</sup>	01/21/2019		A		275,000 <sup>(2)</sup>	A	\$0.00	1,789,080	D	
Common Stock, \$0.001 par value <sup>(1)</sup>	02/01/2019		A		13,423 <sup>(3)</sup>	A	\$0.00	1,802,503	D	
Common Stock, \$0.001 par value <sup>(1)</sup>								1,271,182	I	By PW Partners Atlas Fund III LP <sup>(4)</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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Walsh Patrick</u> <hr/> (Last) (First) (Middle) 141 W. JACKSON BLVD. STE. 1702 <hr/> (Street) CHICAGO IL 60604 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
<a href="#">PW Partners Atlas Fund III, LP</a>		
(Last)	(First)	(Middle)
141 W. JACKSON BLVD. STE. 1702		
(Street)		
CHICAGO	IL	60604
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">PW Partners Atlas Funds, LLC</a>		
(Last)	(First)	(Middle)
141 W. JACKSON BLVD. STE. 1702		
(Street)		
CHICAGO	IL	60604
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">PW Partners Capital Management LLC</a>		
(Last)	(First)	(Middle)
141 W. JACKSON BLVD. STE. 1702		
(Street)		
CHICAGO	IL	60604
(City)	(State)	(Zip)

**Explanation of Responses:**

1. This Form 4 is filed jointly by PW Partners Atlas Fund III LP ("Atlas Fund III"), PW Partners Atlas Funds, LLC ("Atlas Fund GP"), PW Partners Capital Management LLC ("PW Capital Management") and Patrick Walsh (collectively, the "Reporting Persons"). Each of the Reporting Persons 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. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.
2. Represents shares of restricted stock that were issued to Mr. Walsh under the Issuer's Amended and Restated 2006 Stock Incentive Plan. The shares of restricted stock will vest in three equal annual installments commencing on January 21, 2020, the first anniversary of the grant date.
3. Represents shares of restricted stock that were issued to Mr. Walsh under the Issuer's Amended and Restated 2006 Stock Incentive Plan. The shares of restricted stock will vest in three equal annual installments commencing on February 1, 2020, the first anniversary of the grant date.
4. Represents securities owned directly by Atlas Fund III. As the General Partner of Atlas Fund III, Atlas Fund GP may be deemed to beneficially own the securities owned directly by Atlas Fund III. As the Investment Manager of Atlas Fund III, PW Capital Management may be deemed to beneficially own the securities owned directly by Atlas Fund III. As the Managing Member of PW Capital Management and the Managing Member and Chief Executive Officer of Atlas Fund GP, Mr. Walsh may be deemed to beneficially own the securities owned directly by Atlas Fund III.

By: /s/ Patrick Walsh 02/11/2019

By: PW Partners Atlas Fund III

LP, By: PW Partners Atlas

Funds, LLC, General Partner. 02/11/2019

By: /s/ Patrick Walsh,  
Managing Member and Chief  
Executive Officer

By: PW Partners Atlas Funds,  
LLC, By: /s/ Patrick Walsh, 02/11/2019  
Managing Member and Chief  
Executive Officer

By: PW Partners Capital  
Management LLC, By: /s/ 02/11/2019  
Patrick Walsh, Managing  
Member

\*\* 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.