

TOWN SPORTS INTERNATIONAL HOLDINGS INC

Form 8-K

January 29, 2007

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**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**

**Date of Report (Date of earliest event reported): January 29, 2007**

**Town Sports International Holdings, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or other Jurisdiction  
of Incorporation)

**333-114210**

(Commission File Number)

**20-0640002**

(I.R.S. Employer  
Identification No.)

**888 Seventh Avenue, New York, New York**

(Address of Principal Executive Offices)

**10106**

(Zip Code)

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

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

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))
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**Item 8.01 Other Events.**

On January 29, 2007, Town Sports International, LLC, a New York limited liability company and a wholly owned subsidiary of Town Sports International Holdings, Inc. issued a press release announcing the commencement of an offer to purchase any and all of its outstanding 9 5/8% senior notes due 2011 ( Notes ) and a related solicitation of consents from holders of Notes to certain proposed amendments to the indenture governing the Notes. A copy of this press release is being furnished as Exhibit 99.1 to this report.

**ITEM 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release dated January 29, 2007.

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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 hereunto duly authorized.

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

Date: January 29, 2007

By: /s/ RICHARD PYLE  
Richard Pyle  
*Chief Financial Officer*

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**EXHIBIT INDEX**

99.1 Press Release dated January 29, 2007.