

KAHN STEVEN
Form 4
January 07, 2019

FORM 4

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

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KAHN STEVEN

(Last) (First) (Middle)

**340 MADISON AVENUE, SUITE
3C**

(Street)

NEW YORK, NY 10173

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Trinity Place Holdings Inc. [TPHS]

3. Date of Earliest Transaction
(Month/Day/Year)

01/04/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	01/04/2019		M		30,000	A	11	52,316	D	
Common Stock	01/04/2019		F		10,116	D	\$ 4.08	42,200	D	
Common Stock	01/07/2019		M		3,500	A	11	45,700	D	
Common Stock	01/07/2019		F		1,189	D	\$ 4.47	44,511	D	

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	01/04/2019		M		30,000		(2)	(2)	Common Stock	30,000
Restricted Stock Units	(1)	01/07/2019		M		3,500		(3)	(3)	Common Stock	3,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KAHN STEVEN 340 MADISON AVENUE, SUITE 3C NEW YORK, NY 10173	Chief Financial Officer

Signatures

/s/ Steven Kahn 01/07/2019

**Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

(1) Each restricted stock unit ("RSU") converts into one share of common stock of Trinity Place Holdings Inc. (the "Issuer").

(2) On January 1, 2018, the reporting person was granted 60,000 RSUs. 30,000 of the RSUs will vest on each of January 1, 2019 and 2020, subject to the reporting person's continued employment on the applicable vesting dates. In the event the reporting person's employment is terminated by the Company without Cause (as defined in the reporting person's employment agreement), 30,000 RSUs that had not previously vested will immediately vest. The settlement of the vested RSUs occurred on January 4, 2019.

(3)

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On January 5, 2017, the reporting person was granted 7,000 RSUs. 3,500 of the RSUs vested on each of January 5, 2018 and 2019, which were subject to the reporting person's continued employment on the applicable vesting dates. In the event the reporting person's employment was terminated by the Company without Cause (as defined in the reporting person's employment agreement), any RSUs that had not previously vested would have immediately vested and in the event the reporting person's employment was terminated by the Company without Cause within six (6) months after a Change in Control (as defined in the RSU award agreement), all unvested RSUs would have immediately vested.

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

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