

TOWN SPORTS INTERNATIONAL HOLDINGS INC  
Form 8-K  
May 12, 2014

**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): May 12, 2014 (May 8, 2014)**

**TOWN SPORTS INTERNATIONAL HOLDINGS, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**000-52013**  
**(Commission**

**20-0640002**  
**(IRS Employer**

**of Incorporation)**

**File Number)**

**Identification Number)**

**5 Penn Plaza (4th Floor), New York, New York 10001**

**(Address of Principal Executive Offices, Including Zip Code)**

**(212) 246-6700**

**(Registrant's telephone number, including area code)**

**(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-4c)

**Item 5.07. Submission of Matters to a Vote of Security Holders**

(a) The Annual Meeting was held on May 8, 2014.

(b) Proxies for the Annual Meeting were solicited pursuant to Regulation 14A of the Securities Exchange Act of 1934; there was no solicitation in opposition to management's nominees for directors listed in the Proxy Statement and all such nominees were elected. The final results of voting for each matter submitted to a vote of stockholders at the meeting are as follows:

**Proposal 1 Election of Directors**

The final results of the voting for seven Directors for an annual term are set forth below:

|                        |                  |            |
|------------------------|------------------|------------|
| Robert J. Giardina     | For              | 17,237,717 |
|                        | Withheld         | 870,582    |
|                        | Broker non-votes | 3,244,375  |
| Paul N. Arnold         | For              | 17,237,107 |
|                        | Withheld         | 871,192    |
|                        | Broker non-votes | 3,244,375  |
| Bruce C. Bruckmann     | For              | 15,863,941 |
|                        | Withheld         | 2,244,358  |
|                        | Broker non-votes | 3,244,375  |
| J. Rice Edmonds        | For              | 16,273,204 |
|                        | Withheld         | 1,835,095  |
|                        | Broker non-votes | 3,244,375  |
| John H. Flood III      | For              | 16,294,902 |
|                        | Withheld         | 1,813,397  |
|                        | Broker non-votes | 3,244,375  |
| Thomas J. Galligan III | For              | 16,274,031 |
|                        | Withheld         | 1,834,268  |
|                        | Broker non-votes | 3,244,375  |
| Kevin McCall           | For              | 16,294,912 |
|                        | Withheld         | 1,813,367  |
|                        | Broker non-votes | 3,244,375  |

**Proposal 2 Ratification of the Appointment of PricewaterhouseCoopers LLP as independent registered public accounting firm**

The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014 was ratified. The final results of the voting for this proposal are set forth below:

|                  |            |
|------------------|------------|
| For              | 21,013,322 |
| Against          | 96,562     |
| Abstain          | 242,790    |
| Broker Non-Votes | 0          |

**Proposal 3 Advisory Vote on Executive Compensation: To approve, in a non-binding, advisory vote, the compensation paid to our named executive officers.**

The stockholders approved, on an advisory, non-binding basis, the compensation of our named executive officers. The final results of the voting for this proposal are set forth below:

|                  |            |
|------------------|------------|
| For              | 16,301,228 |
| Against          | 957,257    |
| Abstain          | 849,814    |
| Broker Non-Votes | 3,244,375  |

**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)

May 12, 2014

By: /s/ David M. Kastin  
David M. Kastin  
*Senior Vice President    General Counsel*