

WEHRLY MARK C
Form 4
August 12, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Farallon Capital Offshore Investors II, L.P.

(Last) (First) (Middle)

C/O FARALLON CAPITAL MANAGEMENT, L.L.C., ONE MARITIME PLAZA, SUITE 2100

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TOWN SPORTS INTERNATIONAL HOLDINGS INC [CLUB]

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Member of Group Owning 10%

6. Individual or Joint/Group Filing(Check Applicable Line)

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)
Common Stock, par value \$0.001 per share				(A) or (D)	1,396,011	D (1) (2) (3)	
Common Stock, par value \$0.001 per				(A) or (D)	1,574,334	D (1) (2) (4)	

share								
Common Stock, par value \$0.001 per share						1,021,256	D	<u>(1)</u> <u>(2)</u> <u>(5)</u>
Common Stock, par value \$0.001 per share						2,500	D	<u>(1)</u> <u>(2)</u> <u>(6)</u>
Common Stock, par value \$0.001 per share	08/10/2009	S	19	D	\$ 3.3504	2,036	D	<u>(1)</u> <u>(2)</u> <u>(7)</u>
Common Stock, par value \$0.001 per share	08/11/2009	S	2	D	\$ 3.3261	2,034	D	<u>(1)</u> <u>(2)</u> <u>(7)</u>
Common Stock, par value \$0.001 per share	08/10/2009	S	1,919	D	\$ 3.3504	206,880	D	<u>(1)</u> <u>(2)</u> <u>(8)</u>
Common Stock, par value \$0.001 per share	08/11/2009	S	240	D	\$ 3.3261	206,640	D	<u>(1)</u> <u>(2)</u> <u>(8)</u>
Common Stock, par value \$0.001 per share						65,981	D	<u>(1)</u> <u>(2)</u> <u>(9)</u>
Common Stock, par value \$0.001 per share						4,268,756	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(10)</u>
Common Stock, par value \$0.001 per share						4,268,756	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(11)</u>

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Common Stock, par value	08/10/2009	S	3,514	D	\$ 3.3504	378,917	D <u>(1) (2)</u> <u>(12) (15)</u>
\$0.001 per share							
Common Stock, par value	08/11/2009	S	439	D	\$ 3.3261	378,478	D <u>(1) (2)</u> <u>(12) (15)</u>
\$0.001 per share							
Common Stock, par value	08/10/2009	S	3,963	D	\$ 3.3504	427,319	D <u>(1) (2)</u> <u>(13) (15)</u>
\$0.001 per share							
Common Stock, par value	08/11/2009	S	496	D	\$ 3.3261	426,823	D <u>(1) (2)</u> <u>(13) (15)</u>
\$0.001 per share							
Common Stock, par value	08/10/2009	S	185	D	\$ 3.3504	19,965	D <u>(1) (2)</u> <u>(14) (15)</u>
\$0.001 per share							
Common Stock, par value	08/11/2009	S	23	D	\$ 3.3261	19,942	D <u>(1) (2)</u> <u>(14) (15)</u>
\$0.001 per share							

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

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 control number.

SEC 1474
(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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
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(Instr. 3,
4, and 5)

Code	V	(A)	(D)	Date	Expiration	Title	Amount
				Exercisable	Date		or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Farallon Capital Offshore Investors II, L.P. C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111		X		Member of Group Owning 10%
TINICUM PARTNERS LP FARALLON C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111		X		Member of Group Owning 10%
RR CAPITAL PARTNERS LP C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111		X		Member of Group Owning 10%
Moment Jason E C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111		X		Member of Group Owning 10%
Pant Ashish H C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111		X		Member of Group Owning 10%
PATEL RAJIV A C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111		X		Member of Group Owning 10%
Spokes Andrew J M C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100		X		Member of Group Owning 10%

SAN FRANCISCO, CA 94111

STEYER THOMAS F
 C/O FARALLON CAPITAL MANAGEMENT,
 L.L.C.
 ONE MARITIME PLAZA, SUITE 2100
 SAN FRANCISCO, CA 94111

X

Member of Group Owning
 10%

Voon Richard H.
 C/O FARALLON CAPITAL MANAGEMENT,
 L.L.C.
 ONE MARITIME PLAZA, SUITE 2100
 SAN FRANCISCO, CA 94111

X

Member of Group Owning
 10%

WEHRLY MARK C
 C/O FARALLON CAPITAL MANAGEMENT,
 L.L.C.
 ONE MARITIME PLAZA, SUITE 2100
 SAN FRANCISCO, CA 94111

X

Member of Group Owning
 10%

Signatures

/s/ Monica R. Landry as attorney-in-fact and/or authorized signer for each of the reporting persons listed in footnotes (7) through (9).

08/12/2009

__Signature of Reporting Person

Date

/s/ Monica R. Landry as attorney-in-fact and/or authorized signer for each of Jason E. Moment, Ashish H. Pant, Rajiv A. Patel, Andrew J. M. Spokes, Thomas F. Steyer, Richard H. Voon and Mark C. Wehrly.

08/12/2009

__Signature of Reporting Person

Date

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08/12/2009

__Signature of Reporting Person

Date

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08/12/2009

__Signature of Reporting Person

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Date

08/12/2009

__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) The entities and individuals identified in the footnotes of this Form 4 may be deemed members of a group holding equity securities of the Issuer. The filing of this Form 4 and any statements included herein shall not be deemed to be an admission that such entities and individuals are members of such group.
- (2) Since the number of reporting persons that may be listed on a Form 4 is limited, the entities and individuals listed in the footnotes of this Form 4 that are not reporting persons on this Form 4 are filing separate Forms 4 on the date hereof as reporting persons with respect to the securities described in this Form 4 (the "Parallel Forms 4"). Information regarding these entities and individuals is included on this Form 4 for purposes of clarification and convenience only, and is duplicative of the information reported in the Parallel Forms 4.
- (3) The amount of securities shown in this row is owned directly by Farallon Capital Partners, L.P. ("FCP").
- (4) The amount of securities shown in this row is owned directly by Farallon Capital Institutional Partners, L.P. ("FCIP").
- (5) The amount of securities shown in this row is owned directly by Farallon Capital Institutional Partners II, L.P. ("FCIP II").
- (6) The amount of securities shown in this row is owned directly by Farallon Capital Institutional Partners III, L.P. ("FCIP III").
- (7) The amount of securities shown in this row is owned directly by Tinicum Partners, L.P. ("Tinicum").
- (8) The amount of securities in this row is owned directly by RR Capital Partners, L.P. ("RR").
- (9) The amount of securities in this row is owned directly by Farallon Capital Offshore Investors II, L.P. ("FCOI II").
- (10) The amount of securities shown in this row is owned directly by FCP, FCIP, FCIP II, FCIP III, Tinicum, RR and FCOI II (collectively, the "Partnerships"). As the general partner of each of the Partnerships, Farallon Partners, L.L.C. ("FPLLC") may be deemed to be the beneficial owner of the Issuer's securities held by each of the Partnerships. FPLLC disclaims any beneficial ownership of any of the Issuer's securities reported or noted herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Act"), or otherwise, except as to securities representing FPLLC's pro rata interest in, and interest in the profits of, the Partnerships.
- (11) The amount of securities shown in this row is owned directly by the Partnerships. Each of William F. Duhamel, Richard B. Fried, Daniel J. Hirsch, Monica R. Landry, Douglas M. MacMahon, Stephen L. Millham, Jason E. Moment, Ashish H. Pant, Rajiv A. Patel, Andrew J. M. Spokes, Richard H. Voon and Mark C. Wehrly (collectively, the "Managing Members") and Thomas F. Steyer (the "Senior Managing Member"), as either a managing member or a senior managing member of FPLLC with the power to exercise investment discretion, may be deemed to be a beneficial owner of the Issuer's securities held by each of the Partnerships. Each of the Managing Members and the Senior Managing Member disclaims any beneficial ownership of any of the Issuer's securities reported or noted herein for purposes of Section 16 of the Act or otherwise, except to the extent of his or her pecuniary interest, if any.
- (12) The amount of securities shown in this row is owned directly by Farallon FCP, Ltd. (the "FCP Trust").
- (13) The amount of securities shown in this row is owned directly by Farallon FCIP, Ltd. (the "FCIP Trust").
- (14) The amount of securities shown in this row is owned directly by Farallon FCOI II, Ltd. (the "FCOI II Trust" and, together with the FCP Trust and the FCIP Trust, the "Farallon Trusts").
- (15) FPLLC is a trustee of each of the Farallon Trusts. FPLLC has no direct or indirect pecuniary interest in the securities held by the Farallon Trusts.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.