

Voon Richard H.  
Form 3  
January 05, 2009

**FORM 3**

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Â Farallon FCP, Ltd.

(Last) (First) (Middle)

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

(Street)

SAN  
FRANCISCO, Â CA Â 94111

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)  
01/01/2009

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

TOWN SPORTS INTERNATIONAL HOLDINGS INC  
[CLUB]

4. Relationship of Reporting  
Person(s) to Issuer

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

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_X\_\_ Other

(give title below) (specify below)  
Member of Group Owning 10%

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

\_\_\_\_ Form filed by One Reporting  
Person  
\_X\_ Form filed by More than One  
Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock, par value \$0.001 per share 465,337

D (1) (2) (5)  
(6) Â

Common Stock, par value \$0.001 per share 524,778

D (1) (3) (5)  
(6) Â

Common Stock, par value \$0.001 per share 24,519

D (1) (4) (5)  
(6) Â

Common Stock, par value \$0.001 per share 4,316,645

I See Footnotes (1) (7) (8) (10)

Common Stock, par value \$0.001 per share 4,316,645

I See Footnotes (1) (7) (9) (10)

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date   | Title  | Amount or<br>Number of<br>Shares   |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                            |
|--|---------------|-----------|---------|----------------------------|
|  | Director      | 10% Owner | Officer | Other                      |
| Farallon FCP, Ltd.<br>C/O FARALLON CAPITAL MANAGEMENT, L.L.C.<br>ONE MARITIME PLAZA, SUITE 2100<br>SAN FRANCISCO, CA 94111     | Â             | Â X       | Â       | Member of Group Owning 10% |
| Farallon FCIP, Ltd.<br>C/O FARALLON CAPITAL MANGEMENT, L.L.C.<br>ONE MARITIME PLAZA, SUITE 2100<br>SAN FRANCISCO, CA 94111     | Â             | Â X       | Â       | Member of Group Owning 10% |
| Farallon FCOI II, Ltd.<br>C/O FARALLON CAPITAL MANAGEMENT, L.L.C.<br>ONE MARITIME PLAZA, SUITE 2100<br>SAN FRANCISCO, CA 94111 | Â             | Â X       | Â       | Member of Group Owning 10% |
| Hirsch Daniel J.<br>C/O FARALLON CAPITAL MANAGEMENT, L.L.C.<br>ONE MARITIME PLAZA, SUITE 2100<br>SAN FRANCISCO, CA 94111       | Â             | Â X       | Â       | Member of Group Owning 10% |
| Voon Richard H.<br>C/O FARALLON CAPITAL MANAGEMENT, L.L.C.<br>ONE MARITIME PLAZA, SUITE 2100<br>SAN FRANCISCO, CA 94111        | Â             | Â X       | Â       | 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 (2) through (4) and footnotes (8) and (9).

01/05/2009

\_\_Signature of Reporting Person

Date

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01/05/2009

\_\_Signature of Reporting Person

Date

## Edgar Filing: Voon Richard H. - Form 3

01/05/2009

\_\_\_\_Signature of Reporting Person

Date

01/05/2009

\_\_\_\_Signature of Reporting Person

Date

01/05/2009

\_\_\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 3 and certain affiliated entities and individuals that are filing two Form 4s on the same date as the filing of this Form 3 with respect to the securities described in this Form 3 (the "Farallon Form 4s") may be deemed members of a group holding equity securities of the Issuer. The filing of this Form 3 and any statements included herein shall not be deemed to be an admission that such entities and individuals are members of such group.
- (2) The amount of securities shown in this row is owned directly by Farallon FCP, Ltd. (the "FCP Trust").
- (3) The amount of securities shown in this row is owned directly by Farallon FCIP, Ltd. (the "FCIP Trust").
- (4) 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").
- (5) For information regarding the total number of securities of the Issuer beneficially owned by certain affiliated entities and individuals of the Farallon Trusts, see footnotes (7) through (9) of this Form 3 and the Farallon Form 4s.
- (6) Farallon Partners, L.L.C. ("FPLLC"), one of the reporting persons in the Farallon Form 4s, 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.
- The amount of securities shown in this row is owned directly by Farallon Capital Partners, L.P., Farallon Capital Institutional Partners, L.P., Farallon Capital Institutional Partners II, L.P., Farallon Capital Institutional Partners III, L.P., Tinicum Partners, L.P., RR Capital Partners, L.P. and Farallon Capital Offshore Investors II, L.P. (collectively, the "Partnerships"). As the general partner to each of the Partnerships, FPLLC may be deemed to be the beneficial owner of the Issuer's securities held by each of the Partnerships. The Partnerships and FPLLC are reporting persons in the Farallon Form 4s.
- (7) Effective as of January 1, 2009, Daniel J. Hirsch ("Hirsch") became a managing member of FPLLC, and, as a result, may be deemed to be the beneficial owner of the Issuer's securities held by the Partnerships.
- (8) Effective as of January 1, 2009, Richard H. Voon ("Voon") became a managing member of FPLLC, and, as a result, may be deemed to be the beneficial owner of the Issuer's securities held by the Partnerships.
- (9) Hirsch, Voon and the individuals identified in the Farallon Form 4s disclaim any beneficial ownership of any of the Issuer's securities reported or referred to herein for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "'34 Act"), or otherwise, except to the extent of their pecuniary interest, if any. FPLLC disclaims any beneficial ownership of any of the Issuer's securities reported or referred to herein for the purposes of Section 16 of the '34 Act, or otherwise, except as to securities representing FPLLC's pro rata interest in, and interest in the profits of, the Partnerships.
- (10)

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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