

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 9.01. Financial Statements and Exhibits

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EX-99.1: PRESS RELEASE

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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.