

TOWN SPORTS INTERNATIONAL HOLDINGS INC  
Form SC 13D/A  
August 14, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 2) \*

Town Sports International Holdings, Inc.  
(Name of Issuer)

Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

89214A102  
(Cusip Number)

Mark C. Wehrly  
Farallon Capital Management, L.L.C.  
One Maritime Plaza, Suite 2100  
San Francisco, California 94111  
(415) 421-2132  
(Name, Address, and Telephone Number of Person  
Authorized to Receive Notices and Communications)

August 4, 2009  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ☐.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index Found on Page 39

13D

CUSIP No. 89214A102

## NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

\*\*The reporting persons making this filing hold an aggregate of 5,093,999 Shares, which is 22.5% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

California

SOLE VOTING POWER

NUMBER OF

-0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY

1,396,011

SOLE DISPOSITIVE POWER

EACH

-0-

REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

1,396,011

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,396,011

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.2%

TYPE OF REPORTING PERSON (See Instructions)

PN

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13D

CUSIP No. 89214A102

## NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Institutional Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

California

SOLE VOTING POWER

NUMBER OF

-0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY

1,574,334

SOLE DISPOSITIVE POWER

EACH

-0-

REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

1,574,334

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,574,334

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.0%

TYPE OF REPORTING PERSON (See Instructions)

PN

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13D

CUSIP No. 89214A102

## NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Institutional Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

California

SOLE VOTING POWER

NUMBER OF

-0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY

1,021,256

SOLE DISPOSITIVE POWER

EACH

-0-

REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

1,021,256

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,021,256

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.5%

TYPE OF REPORTING PERSON (See Instructions)

PN

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13D

CUSIP No. 89214A102

## NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Institutional Partners III, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

NUMBER OF

-0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY

2,500

SOLE DISPOSITIVE POWER

EACH

-0-

REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

2,500

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,500

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

TYPE OF REPORTING PERSON (See Instructions)

PN

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13D

CUSIP No. 89214A102

## NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Tinicum Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

New York

SOLE VOTING POWER

NUMBER OF

-0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY

2,034

SOLE DISPOSITIVE POWER

EACH

-0-

REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

2,034

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,034

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

TYPE OF REPORTING PERSON (See Instructions)

14

PN

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13D

CUSIP No. 89214A102

## NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

RR Capital Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)(a) ☐(b) ☒ \*\*

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SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

## SOLE VOTING POWER

NUMBER OF

-0-

## SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY

206,640

## SOLE DISPOSITIVE POWER

EACH

-0-

REPORTING PERSON WITH

## SHARED DISPOSITIVE POWER

206,640

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

206,640

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.9%

TYPE OF REPORTING PERSON (See Instructions)

PN

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13D

CUSIP No. 89214A102

## NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Offshore Investors II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

SOLE VOTING POWER

NUMBER OF

-0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY

65,981

SOLE DISPOSITIVE POWER

EACH

-0-

SHARED DISPOSITIVE POWER

REPORTING PERSON WITH

65,981

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

65,981

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.3%

TYPE OF REPORTING PERSON (See Instructions)

PN

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13D

CUSIP No. 89214A102

## NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon FCP, Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

NUMBER OF

-0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY

378,478

SOLE DISPOSITIVE POWER

EACH

-0-

REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

378,478

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

378,478

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.7%

TYPE OF REPORTING PERSON (See Instructions)

OO

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13D

CUSIP No. 89214A102

## NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon FCIP, Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

NUMBER OF

-0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY

426,823

SOLE DISPOSITIVE POWER

EACH

-0-

REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

426,823

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

426,823

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.9%

TYPE OF REPORTING PERSON (See Instructions)

OO

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13D

CUSIP No. 89214A102

## NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon FCOI II, Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

SOLE VOTING POWER

NUMBER OF

-0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY

19,942

SOLE DISPOSITIVE POWER

EACH

-0-

SHARED DISPOSITIVE POWER

REPORTING PERSON WITH

19,942

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,942

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%

TYPE OF REPORTING PERSON (See Instructions)

OO

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13D

CUSIP No. 89214A102

## NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Partners, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

NUMBER OF

-0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY

5,093,999

SOLE DISPOSITIVE POWER

EACH

-0-

REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

5,093,999

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,093,999

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

22.5%

TYPE OF REPORTING PERSON (See Instructions)

OO

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13D

CUSIP No. 89214A102

## NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

William F. Duhamel

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

United States

## SOLE VOTING POWER

NUMBER OF

-0-

## SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY

5,093,999

## SOLE DISPOSITIVE POWER

EACH

-0-

REPORTING PERSON WITH

## SHARED DISPOSITIVE POWER

5,093,999

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,093,999

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

22.5%

TYPE OF REPORTING PERSON (See Instructions)

IN

Page 13 of 40 Pages

13D

CUSIP No. 89214A102

## NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Richard B. Fried

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

United States

## SOLE VOTING POWER

NUMBER OF

-0-

## SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY

5,093,999

## SOLE DISPOSITIVE POWER

EACH

-0-

REPORTING PERSON WITH

## SHARED DISPOSITIVE POWER

5,093,999

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,093,999

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

22.5%

TYPE OF REPORTING PERSON (See Instructions)

IN

Page 14 of 40 Pages

13D

CUSIP No. 89214A102

## NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Daniel J. Hirsch

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

United States

## SOLE VOTING POWER

NUMBER OF

-0-

## SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY

5,093,999

## SOLE DISPOSITIVE POWER

EACH

-0-

REPORTING PERSON WITH

## SHARED DISPOSITIVE POWER

5,093,999

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,093,999

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

22.5%

TYPE OF REPORTING PERSON (See Instructions)

IN

Page 15 of 40 Pages

13D

CUSIP No. 89214A102

## NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Monica R. Landry

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

United States

## SOLE VOTING POWER

NUMBER OF

-0-

## SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY

5,093,999

## SOLE DISPOSITIVE POWER

EACH

-0-

REPORTING PERSON WITH

## SHARED DISPOSITIVE POWER

5,093,999

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,093,999

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

22.5%

TYPE OF REPORTING PERSON (See Instructions)

IN

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13D

CUSIP No. 89214A102

## NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Douglas M. MacMahon

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

United States

## SOLE VOTING POWER

NUMBER OF

-0-

## SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY

5,093,999

## SOLE DISPOSITIVE POWER

EACH

-0-

REPORTING PERSON WITH

## SHARED DISPOSITIVE POWER

5,093,999

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,093,999

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

22.5%

TYPE OF REPORTING PERSON (See Instructions)

IN

Page 17 of 40 Pages

13D

CUSIP No. 89214A102

## NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

William F. Mellin [See Item 2]

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

United States

## SOLE VOTING POWER

NUMBER OF

-0-

## SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY

8

-0-

## SOLE DISPOSITIVE POWER

EACH

9

-0-

## SHARED DISPOSITIVE POWER

REPORTING PERSON WITH

10

-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

TYPE OF REPORTING PERSON (See Instructions)

IN

Page 18 of 40 Pages

13D

CUSIP No. 89214A102

## NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Stephen L. Millham

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

\*\*The reporting persons making this filing hold an aggregate of 5,093,999 Shares, which is 22.5% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.

SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

United States

## SOLE VOTING POWER

NUMBER OF

-0-

## SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY

5,093,999

## SOLE DISPOSITIVE POWER

EACH

-0-

REPORTING PERSON WITH

## SHARED DISPOSITIVE POWER

5,093,999

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,093,999

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

22.5%

TYPE OF REPORTING PERSON (See Instructions)

IN

Page 19 of 40 Pages

13D

CUSIP No. 89214A102

## NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Jason E. Moment

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

United States

## SOLE VOTING POWER

NUMBER OF

-0-

## SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY

5,093,999

## SOLE DISPOSITIVE POWER

EACH

-0-

REPORTING PERSON WITH

## SHARED DISPOSITIVE POWER

5,093,999

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,093,999

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

22.5%

TYPE OF REPORTING PERSON (See Instructions)

IN

Page 20 of 40 Pages



13D

CUSIP No. 89214A102

## NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Ashish H. Pant

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

India

SOLE VOTING POWER

NUMBER OF

-0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY

5,093,999

SOLE DISPOSITIVE POWER

EACH

-0-

REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

5,093,999

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,093,999

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

22.5%

TYPE OF REPORTING PERSON (See Instructions)

IN

Page 21 of 40 Pages

13D

CUSIP No. 89214A102

## NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Rajiv A. Patel

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

NUMBER OF

-0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY

5,093,999

SOLE DISPOSITIVE POWER

EACH

-0-

SHARED DISPOSITIVE POWER

REPORTING PERSON WITH

5,093,999

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,093,999

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

22.5%

TYPE OF REPORTING PERSON (See Instructions)

IN

Page 22 of 40 Pages

13D

CUSIP No. 89214A102

## NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Andrew J. M. Spokes

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

SOLE VOTING POWER

NUMBER OF

-0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY

5,093,999

SOLE DISPOSITIVE POWER

EACH

-0-

REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

5,093,999

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,093,999

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

22.5%

TYPE OF REPORTING PERSON (See Instructions)

IN

Page 23 of 40 Pages

13D

CUSIP No. 89214A102

## NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Thomas F. Steyer

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

United States

## SOLE VOTING POWER

NUMBER OF

-0-

## SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY

5,093,999

## SOLE DISPOSITIVE POWER

EACH

-0-

REPORTING PERSON WITH

## SHARED DISPOSITIVE POWER

5,093,999

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,093,999

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

22.5%

TYPE OF REPORTING PERSON (See Instructions)

IN





13D

CUSIP No. 89214A102

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Richard H. Voon

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐

(b) ☒ \*\*

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3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
5 TO ITEMS 2(d) OR 2(e)

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6 United States

NUMBER OF

SHARES BENEFICIALLY  
OWNED BY

EACH

REPORTING PERSON WITH