

Messinger, Matthew
Form 4
January 03, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Messinger, Matthew

(Last) (First) (Middle)

C/O TRINITY PLACE HOLDINGS
INC., 340 MADISON AVENUE,
SUITE 3C

(Street)

NEW YORK, NY 10173

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Trinity Place Holdings Inc. [TPHS]

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2018

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)
President and CEO

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)
				(A) or (D)			
			Code	V	Amount		Price

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	12/31/2018	A		30,000		(2)	(2)	Common Stock	30,000
Restricted Stock Units	(1)	01/03/2019	A		150,000		(3)	(3)	Common Stock	150,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Messinger, Matthew C/O TRINITY PLACE HOLDINGS INC. 340 MADISON AVENUE, SUITE 3C NEW YORK, NY 10173	X President and CEO

Signatures

/s/ Richard Pyontek, as Attorney-in Fact for Matthew
Messinger

01/03/2019

__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) Each restricted stock unit ("RSU") converts into one share of common stock of Trinity Place Holdings Inc.

The RSUs will vest as follows: 10,000 of the RSUs will vest on each of December 31, 2019, 2020 and 2021, subject to the reporting person's continued employment on the applicable vesting dates; provided that all of the RSUs will automatically vest in the event of a termination of the reporting person's employment without cause or his resignation for good reason, and 10,000 of the RSUs will

(2) automatically vest upon a termination of the reporting person's employment due to death or disability. One share of common stock will be distributed to the reporting person with respect to each vested RSU during the thirty (30) day period following December 31, 2021 or, if earlier, upon the reporting person's termination of employment for any reason (or six months after termination, to the extent required under Internal Revenue Code Section 409A).

The RSUs will vest as follows: 50,000 of the RSUs will vest on each of January 1, 2020, 2021 and 2022, subject to the reporting person's continued employment on the applicable vesting dates; provided that all of the RSUs will automatically vest in the event of a termination of the reporting person's employment without cause or his resignation for good reason, and 50,000 of the RSUs will automatically vest

(3) upon a termination of the reporting person's employment due to death or disability. One share of common stock will be distributed to the reporting person with respect to each vested RSU during the thirty (30) day period after the applicable vesting date, except in the case of accelerated vesting upon a termination of employment, in which case the applicable RSU award(s) shall settle on the 60th day following the applicable vesting day (or six months after termination, to the extent required under Internal Revenue Code Section 409A).

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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