

Trinity Place Holdings Inc.
Form 4
April 07, 2017

FORM 4

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

OMB APPROVAL

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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 *
MFP PARTNERS LP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O MFP INVESTORS LLC, 667
MADISON AVENUE, 25TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
04/05/2017

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
See remarks below

(Street)
NEW YORK, NY 10065

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|
| | | | | Code V | Amount | (A) or (D) | Price | |
| Common Stock, par value \$0.01 per share | 04/05/2017 | | M | A | 462,833 | \$ 7.5 | 4,133,410 | D (1) (2) |

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

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SEC 1474 (9-02)

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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) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Subscription Rights (right to buy) | \$ 7.5 | 04/05/2017 | | M | 462,833 | 03/03/2017 03/31/2017 | Common Stock 462,833 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------|
| | Director | 10% Owner | Officer | Other |
| MFP PARTNERS LP C/O MFP INVESTORS LLC 667 MADISON AVENUE, 25TH FLOOR NEW YORK, NY 10065 | | X | | See remarks below |
| MFP INVESTORS LLC 667 MADISON AVENUE, 25TH FLOOR NEW YORK, NY 10065 | | X | | See remarks below |
| PRICE MICHAEL F C/O MFP INVESTORS LLC 667 MADISON AVENUE, 25TH FLOOR NEW YORK, NY 10065 | | X | | See remarks below |

Signatures

| | |
|---|------------|
| MFP PARTNERS, L.P.; By: MFP INVESTORS LLC; By: /s/ Michael F. Price; Name: Michael F. Price; Title: Managing Member | 04/07/2017 |
| _____ **Signature of Reporting Person | Date |
| MFP INVESTORS LLC; By: /s/ Michael F. Price; Name: Michael F. Price; Title: Managing Member | 04/07/2017 |
| _____ **Signature of Reporting Person | Date |
| /s/ Michael F. Price | 04/07/2017 |
| _____ **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) This report is filed jointly by MFP Partners, L.P. ("MFP Partners"), MFP Investors LLC ("MFP Investors") and Michael F. Price (each, a "Reporting Person" and, collectively, the "Reporting Persons") in connection with their respective direct and indirect relationships with Trinity Place Holdings Inc. (the "Company"). MFP Investors is the general partner of MFP Partners. Mr. Price is the managing partner of MFP Partners and the managing member and controlling person of MFP Investors.
- MFP Partners is the direct beneficial owner of 4,133,410 shares of common stock of the Company ("Common Shares"). Each Reporting Person other than MFP Partners may be deemed to be the indirect beneficial owner of 4,133,410 Common Shares; however, each such
- (2) Reporting Person disclaims beneficial ownership of such Common Shares except to the extent of such Reporting Person's pecuniary interest therein, and this report shall not be deemed an admission that any of these Reporting Persons is the beneficial owner of the Common Shares described herein for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.

Remarks:

Mr. Alexander C. Matina (Vice President, Investments at MFP Investors), serves as a member of the board of directors of the

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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