

MARCATO CAPITAL MANAGEMENT LP  
 Form 4  
 June 26, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 MARCATO CAPITAL  
 MANAGEMENT LP

(Last) (First) (Middle)

FOUR EMBARCADERO  
 CENTER, SUITE 2100

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 06/22/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

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 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, \$0.01 par value per share | 06/22/2018                           |  | S                              | 14,297 D \$ 7.04  | 3,713,046   | I  | See Footnote (1)                  |
| Common Stock, \$0.01 par value per share | 06/25/2018                           |  | S                              | 10,900 D \$ 7.03  | 3,702,146   | I  | See Footnote (1)                  |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

MARCATO CAPITAL MANAGEMENT LP  
FOUR EMBARCADERO CENTER  
SUITE 2100  
SAN FRANCISCO, CA 94111

X

Marcato Holdings LLC  
FOUR EMBARCADERO CENTER  
SUITE 2100  
SAN FRANCISCO, CA 94111

X

McGuire Richard  
C/O MARCATO CAPITAL MANAGEMENT LP  
FOUR EMBARCADERO, SUITE 2100  
SAN FRANCISCO, CA 94111

X

Marcato International Master Fund, Ltd.  
INTERTRUST CORP SVCS (CAYMAN) LTD  
190 ELGIN AVENUE  
GEORGE TOWN, GRAND CAYMAN, E9 KY1-9007

X

## Signatures

Marcato Capital Management LP; By: Marcato Holdings LLC, its general partner, By: /s/  
Richard McGuire III, its Managing Member

06/26/2018

## Edgar Filing: MARCATO CAPITAL MANAGEMENT LP - Form 4

| <u>Signature of Reporting Person</u>   | Date       |
|--|------------|
| Marcato Holdings LLC; By: /s/ Richard McGuire III, Managing Member             | 06/26/2018 |
| <u>Signature of Reporting Person</u>   | Date       |
| Richard McGuire III; /s/ Richard McGuire III                                   | 06/26/2018 |
| <u>Signature of Reporting Person</u>   | Date       |
| Marcato International Master Fund, Ltd., By: /s/ Richard McGuire III, Director | 06/26/2018 |
| <u>Signature of Reporting Person</u>   | 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).

The securities are held in the account of Marcato International Master Fund, Ltd. (the "Fund") and may be deemed to be beneficially owned by (i) Marcato Capital Management LP, the investment manager of the Fund, (ii) Marcato Holdings LLC, by virtue of its role as the general partner of Marcato Capital Management LP, and (iii) Richard McGuire III, the managing partner of Marcato Capital

- (1) Management LP and the managing member of its general partner, Marcato Holdings LLC. Each of Marcato Capital Management LP, Marcato Holdings LLC and Richard McGuire III disclaims beneficial ownership of these reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that any such person is the beneficial owner of these securities for purposes of Section 16 of the U.S. Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.