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December 5, 2018

Via Electronic Submission

Ms. Flora Angui
Securities Registration & Enforcement Section
Minnesota Department of Commerce
85 7th Place East, Suite 280
St. Paul, MN 55101-2198

**RE: Planet Fitness Franchising LLC,
Application for Franchise Registration
File No. F-8745**

Dear Ms. Angui:

This is in response to your comment letter dated November 20, 2018 regarding the franchise registration application of Planet Fitness Franchising LLC (the “Company”). We respond to your comments in order:

1. The seller form for Ms. Couture has been revised and re-submitted.
2. The seller form for Mr. Rondeau has been revised and re-submitted.
3. Per our conversation on November 26, 2018, the financials of the franchisor are included so we do not need the guarantee of performance. Per your request, we have removed the guarantee of performance and parent financials related to Planet Fitness Holdings, the Company’s affiliate and manager.
4. Exhibit A, the Department’s suite number has been updated as requested.
5. The Limitations of Claims section has been amended to comply with the Minnesota Statutes, Section 80C.17, Subd. 5, in the Minnesota Addendum in Exhibit M.
6. Exhibit M has been amended as requested.

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We are submitting the updates seller forms and marked pages showing the revisions. Please contact me at your earliest convenience if you have any further questions regarding the Company's application. Otherwise, we look forward to receiving notification of registration. Thank you.

Sincerely,



Keri A. McWilliams

KAM/cn
Enclosures

cc: Andrew Loewinger. Esq.

**FRANCHISE DISCLOSURE DOCUMENT
FOR USE IN THE STATE OF MINNESOTA**

Planet Fitness Franchising LLC
(a Delaware Limited Liability Company)
4 Liberty Lane West, Floor 2
Hampton, NH 03842
(603) 750-0001
www.planetfitness.com



PLANET FITNESS® businesses are fitness training facilities offering exercise machines and free weights, fitness training services, tanning services, related services and ancillary goods. We offer for sale **PLANET FITNESS** franchises for new locations and for existing fitness facilities that want to convert to a **PLANET FITNESS**.

The total investment necessary to begin operation of a single **PLANET FITNESS®** facility ranges from \$969,600 to \$3,181,500 if you finance your equipment, which most franchisees do. This includes \$52,000 to \$304,000 that must be paid to the franchisor or its affiliate. If you choose to purchase your equipment, the total investment necessary to begin operation of a single **PLANET FITNESS®** facility ranges from \$1,616,600 to \$4,242,500. This includes \$335,000 to \$949,000 that must be paid to the franchisor or its affiliate. These estimated initial investment ranges also apply to each location that you develop under the Area Development Agreement (plus the Area Development Fee you pay at the time you sign the Area Development Agreement). If you sign an Area Development Agreement, you must develop one or more **PLANET FITNESS®** facilities, and you will pay an Area Development Fee of \$10,000 per planned location (paid in full when you sign the Area Development Agreement) in addition to the then-current initial franchise fee due for each location at the time the Franchise Agreement for that location is executed.

This Disclosure Document summarizes certain provisions of your franchise agreement and other information in plain English. Read this Disclosure Document and all accompanying agreements carefully. You must receive this Disclosure Document at least 14 calendar days before you sign a binding agreement with, or make any payment to, us or an affiliate in connection with the proposed franchise sale. **Note, however, that no government agency has verified the information contained in this document.**

You may wish to receive your Disclosure Document in another format that is more convenient for you. To discuss the availability of disclosures in different formats, contact Candace Couture, Vice President of Franchise Sales, at 4 Liberty Lane West, Hampton, NH 03842 and (603) 750-0001.

The terms of your contract will govern your franchise relationship. Don't rely on the Disclosure Document alone to understand your contract. Read all of your contract carefully. Show your contract and this Disclosure Document to an advisor, like a lawyer or accountant.

Buying a franchise is a complex investment. The information in this Disclosure Document can help you make up your mind. More information on franchising, such as "A Consumer's Guide to Buying a Franchise," which can help you understand how to use this Disclosure Document, is available from the Federal Trade Commission. You can contact the FTC at 1-877-FTC-HELP or by writing to the FTC at 600 Pennsylvania Avenue NW, Washington, DC 20580. You can also visit the FTC's home page at www.ftc.gov for additional information on franchising.

There may also be laws on franchising in your state. Ask your state agencies about them.

Issuance date: September 10, 2018

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