

Messinger, Matthew
 Form 4
 January 03, 2019

FORM 4

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

OMB APPROVAL

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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 *
 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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	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)	(2)	Common Stock	30,000
Restricted Stock Units	(1)	01/03/2019	A	150,000	(3)			(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 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).
 - (2) 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 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).
 - (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. 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.