

Trinity Place Holdings Inc.  
Form 4  
March 11, 2014

**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 \*  
Redwood Housing Partners, LLC

(Last) (First) (Middle)

ONE SYMS WAY

(Street)

SECAUCUS, NJ 07094

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/07/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

President and CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|

## Edgar Filing: Trinity Place Holdings Inc. - Form 4

| (Instr. 3)                   | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
|------------------------------|------------------------------------|------------------|------------|---------------------------------------------------------------|------|---|-----|-----|---------------------|--------------------|-----------------|----------------------------------|
| Restricted<br>Stock<br>Units | <u>(1)</u>                         | 03/07/2014       | A          | 476,190                                                       |      |   |     |     | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 476,190                          |
| Restricted<br>Stock<br>Units | <u>(1)</u>                         | 03/07/2014       | A          | 363,095                                                       |      |   |     |     | <u>(3)</u>          | <u>(3)</u>         | Common<br>Stock | 363,095                          |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                   |       |
|---------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                     | Director      | 10% Owner | Officer           | Other |
| Redwood Housing Partners, LLC<br>ONE SYMS WAY<br>SECAUCUS, NJ 07094 |               |           | President and CEO |       |

## Signatures

/s/ Matthew  
Messinger

03/11/2014

          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 "Issuer").
- (2) The RSUs will vest in equal annual installments beginning March 31, 2015 and ending March 31, 2017.  
The RSUs will vest as follows: 125,000 shares will vest in three equal annual installments beginning March 31, 2015 and ending March 31, 2017. The vested portion of the 125,000 shares will be distributed to the reporting person upon the earlier of (i) the second anniversary of the applicable vesting date and (ii) the reporting person's termination of employment for any reason (subject to the terms of the reporting person's employment agreement). The remaining 238,095 shares will vest in three equal annual installments beginning March 31, 2015 and ending March 31, 2017.
- (4) The RSUs reflected on this Form 4 were granted pursuant to the terms and conditions of the reporting person's employment agreement with the Issuer, a copy of which has been previously filed with the Securities and Exchange Commission.

Note: File three copies of this Form 4, 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.