

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): April 23, 2024 (April 17, 2024)

Trinity Place Holdings Inc.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-08546  
(Commission  
File Number)

22-2465228  
(IRS Employer  
Identification No.)

340 Madison Avenue, New York, New York 10173  
(Address of principal executive offices) (Zip Code)

(212) 235-2190  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of each exchange on which registered
Common Stock \$0.01 Par Value Per Share	TPHS	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).  
Emerging Growth Company ..

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ..

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 17, 2024, Trinity Place Holdings Inc. (the “Company”) and Matthew Messenger, the chief executive officer of the Company, entered into an amendment to Mr. Messenger’s employment agreement (the “Employment Agreement”) pursuant to which, without waiving any party’s rights under the Employment Agreement or otherwise, the parties agreed that the end of the 30-day cure period that the Company has to cure the circumstances provided in the written notice delivered by Mr. Messenger to the board of directors of the Company on March 18, 2024 of the occurrence of events which he maintains constitute “Good Reason” for termination in accordance the Employment Agreement, shall be extended until April 26, 2024.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TRINITY PLACE HOLDINGS INC.

Date: April 23, 2024

/s/ Richard Pyontek

Richard Pyontek

Chief Accounting Officer, Treasurer and Secretary

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