

Trinity Place Holdings Inc.  
Form SC 13D/A  
April 07, 2017

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
SCHEDULE 13D/A  
(Rule 13d-101)  
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO §240.13d-1(a) AND AMENDMENTS THERETO FILED  
PURSUANT TO §240.13d-2(a).  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 3)  
TRINITY PLACE HOLDINGS INC.  
(Name of Issuer)  
Common Stock, Par Value \$0.01  
(Title of Class of Securities)  
89656D101  
(CUSIP Number)

TIMOTHY E. LADIN  
MFP INVESTORS LLC  
667 MADISON AVENUE, 25<sup>TH</sup> FLOOR  
NEW YORK, NEW YORK 10065  
(212) 752-7345  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices of Communication)  
April 5, 2017  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 7 Pages)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 89656D101 Schedule 13D Page 2 of 7

1 NAMES OF REPORTING PERSONS

MFP Partners, L.P.<sup>(1)</sup>

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER  
SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER  
OWNED BY 4,133,410<sup>(2)</sup>

EACH 9 SOLE DISPOSITIVE POWER  
REPORT- 0  
ING

PERSON 10 SHARED DISPOSITIVE POWER  
WITH 4,133,410<sup>(2)</sup>

11 AGGREGATE AMOUNT BENEFICIALLY  
OWNED BY EACH REPORTING PERSON  
4,133,410<sup>(2)</sup>

12 CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES  
CERTAIN  
SHARES

13 PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW (11)  
13.2%

14 TYPE OF REPORTING PERSON  
PN

(1) MFP Investors LLC is the general partner of MFP Partners, L.P. (“MFP”). Michael F. Price is the managing partner of MFP and the managing member and controlling person of MFP Investors LLC.

(2) The 4,133,410 shares of common stock, par value \$0.01 per share ("Common Stock"), of Trinity Place Holdings Inc., a Delaware corporation, are held directly by MFP. Due to their respective relationships with each other, each of the Reporting Persons (as defined herein) may be deemed to share voting and dispositive power with respect to the 4,133,410 shares of Common Stock reported herein. The ownership percentage set forth above is based on 31,228,005 shares of Common Stock outstanding as set forth in the Current Report on Form 8-K filed by the issuer with the Securities and Exchange Commission on April 5, 2017.

---

CUSIP NO. 89656D101 Schedule 13D Page 3 of 7

1 NAMES OF REPORTING PERSONS

MFP Investors LLC<sup>(1)</sup>

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER OWNED BY 4,133,410<sup>(2)</sup>

EACH 9 SOLE DISPOSITIVE POWER REPORTING 0

PERSON 10 SHARED DISPOSITIVE POWER WITH 4,133,410<sup>(2)</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,133,410<sup>(2)</sup>

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.2%

14 TYPE OF REPORTING PERSON

OO

(1) MFP Investors LLC is the general partner of MFP Partners, L.P. ("MFP"). Michael F. Price is the managing partner of MFP and the managing member and controlling person of MFP Investors LLC.

(2) The 4,133,410 shares of common stock, par value \$0.01 per share ("Common Stock"), of Trinity Place Holdings Inc., a Delaware corporation, are held directly by MFP. Due to their respective relationships with each other, each of the Reporting Persons (as defined herein) may be deemed to share voting and dispositive power with respect to the 4,133,410 shares of Common Stock reported herein. The ownership percentage set forth above is based on 31,228,005 shares of Common Stock outstanding as set forth in the Current Report on Form 8-K filed by the issuer with the Securities and Exchange Commission on April 5, 2017.

---

CUSIP NO. 89656D101 Schedule 13D Page 4 of 7

1 NAMES OF REPORTING PERSONS

Michael F.  
Price<sup>(1)</sup>

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a)  
OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL  
PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of  
America

NUMBER OF 7 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 4,133,410<sup>(2)</sup>

EACH REPORT- 9 SOLE DISPOSITIVE POWER

ING 0

PERSON WITH 10 SHARED DISPOSITIVE POWER

4,133,410<sup>(2)</sup>

11 AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH REPORTING PERSON

4,133,410<sup>(2)</sup>