

MDP VENTURES II LLC

Form 4

June 16, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MDP VENTURES II LLC2. Issuer Name **and** Ticker or Trading
Symbol
SPORTS CLUB CO INC [SCY]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1995 BROADWAY

3. Date of Earliest Transaction
(Month/Day/Year)
06/14/2006____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)

NEW YORK,, NY 10023

____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series C Convertible Preferred Stock, par value \$.01 per shr	\$ 2.8871	06/14/2006		S			2,000	09/06/2002	(1)	Common Stock, par value \$.01 per share	927,36 (2)
Series D Convertible Preferred Stock, par value \$.01 per shr	\$ 2	06/14/2006		S			45,000	03/12/2004	(1)	Common Stock, par value \$.01 per share	2,707,34 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MDP VENTURES II LLC 1995 BROADWAY NEW YORK,, NY 10023		X		
JEFFRIES CHRISTOPHER M 1995 BROADWAY NEW YORK,, NY 10023		X		
MILLENNIUM DEVELOPMENT PARNTNERS II LLC 1995 BROADWAY, NEW YORK,, NY 10023		X		

Signatures

/s/ Philip H. Lovett, Vice President and
Attorney-in-fact 06/16/2006

__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) N/A

(2) Includes shares of the Issuer's Common Stock, par value \$.01 per share, issuable in connection with accrued and unpaid dividends on the derivative securities.

(3) The Issuer purchased (the "Repurchase") (i) 2,000 shares of Series C Convertible Preferred Stock, par value \$.01 per share, of the Issuer plus accrued and unpaid dividends thereon and (ii) 45,000 shares of Series D Convertible Preferred Stock, par value \$.01 per share, of the

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Issuer plus accrued and unpaid dividends thereon (collectively, the "Shares") from MDP Ventures II ("Ventures II") pursuant to a Stock Repurchase Agreement, dated as of June 14, 2006, by and between the Issuer and Ventures II. The aggregate purchase price for the Shares was \$8,092,067.

- (4) Prior to the Repurchase, Ventures II had direct ownership of the Shares, Millennium Development Partners II LLC ("MDP II") had an indirect beneficial interest in the Shares in its capacity as managing member of Ventures II and Christopher M. Jeffries had an indirect beneficial interest in the Shares in his capacity as majority and controlling member of MDP II
- (5) The reporting person disclaims beneficial ownership in the securities of the Issuer except to the extent of its pecuniary interest, if any, therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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