

HEALTHWAYS, INC  
Form SC 13G/A  
February 04, 2009

UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**Amendment No. 2\***

**Healthways, Inc.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**422245100**

(CUSIP Number)

**December 31, 2008**

(Date of Event Which Requires Filing of this Statement)

**Check the appropriate box to designate the rule pursuant to which this Schedule is filed:**

**Rule 13d-1(b)**

**Rule 13d-1(c)**

**Rule 13d-1(d)**

\*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 the 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. 422245100

13G

**1. NAME OF REPORTING PERSON (S.S. or I.R.S. Identification No. of Above Person)**

Ivy Investment Management Company Tax ID No. 03-0481447

**2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:**

(a)

(b)

**3. SEC USE ONLY**

**4. CITIZENSHIP OR PLACE OF ORGANIZATION:** Delaware

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:**

**5. SOLE VOTING POWER** 533,049 (See Item 4)

**6. SHARED VOTING POWER** 0

**7. SOLE DISPOSITIVE POWER** 533,049 (See Item 4)

**8. SHARED DISPOSITIVE POWER** 0

**9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:** 533,049 (See Item 4)

**10. CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES:**

**11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9:** 1.6

**12. TYPE OF PERSON REPORTING:** IA

CUSIP No. 422245100

13G

**1. NAME OF REPORTING PERSON (S.S. or I.R.S. Identification No. of Above Person)**

Waddell & Reed Investment Management Company Tax ID No. 48-1106973

**2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:**

(a)

(b)

**3. SEC USE ONLY**

**4. CITIZENSHIP OR PLACE OF ORGANIZATION:** Kansas

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:**

**5. SOLE VOTING POWER** 2,627,449 (See Item 4)

**6. SHARED VOTING POWER** 0

**7. SOLE DISPOSITIVE POWER** 2,627,449 (See Item 4)

**8. SHARED DISPOSITIVE POWER** 0

**9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**  
2,627,449 (See Item 4)

**10. CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES:**

**11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9:** 7.8

**12. TYPE OF PERSON REPORTING:** IA

CUSIP No. 422245100

13G

**1. NAME OF REPORTING PERSON (S.S. or I.R.S. Identification No. of Above Person)**

Waddell & Reed, Inc. Tax ID No. 43-1235675

**2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:**

(a)

(b)

**3. SEC USE ONLY**

**4. CITIZENSHIP OR PLACE OF ORGANIZATION:** Delaware

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:**

**5. SOLE VOTING POWER** 2,627,449 (See Item 4)

**6. SHARED VOTING POWER** 0

**7. SOLE DISPOSITIVE POWER** 2,627,449 (See Item 4)

**8. SHARED DISPOSITIVE POWER** 0

**9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

2,627,449 (See Item 4)

**10. CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES:**

**11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9:** 7.8

**12. TYPE OF PERSON REPORTING:** BD

CUSIP No. 422245100

13G

**1. NAME OF REPORTING PERSON (S.S. or I.R.S. Identification No. of Above Person)**

Waddell & Reed Financial Services, Inc. Tax ID No. 43-1414157

**2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:**

(a)

(b)

**3. SEC USE ONLY**

**4. CITIZENSHIP OR PLACE OF ORGANIZATION:** Missouri

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:**

**5. SOLE VOTING POWER** 2,627,449 (See Item 4)

**6. SHARED VOTING POWER** 0

**7. SOLE DISPOSITIVE POWER** 2,627,449 (See Item 4)

**8. SHARED DISPOSITIVE POWER** 0

**9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**  
2,627,449 (See Item 4)

**10. CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES:**

**11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9:** 7.8

**12. TYPE OF PERSON REPORTING:** HC

CUSIP No. 422245100

13G

**1. NAME OF REPORTING PERSON (S.S. or I.R.S. Identification No. of Above Person)**

Waddell & Reed Financial, Inc. Tax ID No. 51-0261715

**2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:**

(a)

(b)

**3. SEC USE ONLY**

**4. CITIZENSHIP OR PLACE OF ORGANIZATION:** Delaware

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:**

**5. SOLE VOTING POWER** 3,160,498 (See Item 4)

**6. SHARED VOTING POWER** 0

**7. SOLE DISPOSITIVE POWER** 3,160,498 (See Item 4)

**8. SHARED DISPOSITIVE POWER** 0

**9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

3,160,498 (See Item 4)

**10. CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES:**

**11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9:** 9.4

**12. TYPE OF PERSON REPORTING:** HC

Item 1(a): Name of Issuer: Healthways, Inc.

Item 1(b): Address of Issuer's Principal Executive Offices:

701 Cool Springs Boulevard  
Franklin, TN 37067

Item 2(a): Name of Person Filing:

- (i) Waddell & Reed Financial, Inc.
- (ii) Waddell & Reed Financial Services, Inc.
- (iii) Waddell & Reed, Inc.
- (iv) Waddell & Reed Investment Management Company
- (v) Ivy Investment Management Company

Item 2(b): Address of Principal Business Office:

- (i)-(v): 6300 Lamar Avenue  
Overland Park, KS 66202

Item 2(c): Citizenship:

- (i), (iii) and (v): Delaware
- (ii): Missouri
- (iv): Kansas

Item 2(d): Title of Class of Securities: Common Stock

Item 2(e): CUSIP Number: 422245100

Item 3: The reporting person is:

- (i) Waddell & Reed Financial, Inc., a parent holding company in accordance with Reg. 240.13d-1(b)(1)(ii)(G);
- (ii) Waddell & Reed Financial Services, Inc., a parent holding company in accordance with Reg. 240.13d-1(b)(1)(ii)(G);