

TIVITY HEALTH, INC.  
Form 8-K  
May 25, 2017  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8 K

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CURRENT REPORT

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

Date of report (Date of earliest event reported): May 25, 2017

TIVITY HEALTH, INC.

(Exact name of registrant as specified in its charter)

|  |                             |  |
|--|-----------------------------|--|
| Delaware                                       | 000-19364                   | 62-1117144                                 |
| (State or other jurisdiction of incorporation) | (Commission<br>File Number) | (IRS<br>Employer<br>Identification<br>No.) |

701 Cool Springs Boulevard  
Franklin, Tennessee 37067  
(Address of principal executive offices) (Zip Code)

(615) 614-4929

(Registrant's telephone number, including area code)

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(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

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Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) The Annual Meeting was held on May 25, 2017, at which a total of 35,556,510 shares of the Company's common stock, out of a total of 39,188,902 shares of the Company's common stock outstanding and entitled to vote, were present in person or represented by proxies.

(b) The following proposals were voted upon at the Annual Meeting:

To elect Archelle Georgiou, M.D., Robert J. Greczyn, Jr., Peter A. Hudson, M.D., Bradley S. Karro, Paul H. (i) Keckley, Ph.D., Conan J. Laughlin, Lee A. Shapiro, Donato J. Tramuto and Kevin G. Wills as directors of the Company. The results of the election of the above-mentioned nominees were as follows:

|                         | For        | Against | Abstain from Voting | Broker Non-Votes |
|-------------------------|------------|---------|---------------------|------------------|
| Archelle Georgiou, M.D. | 32,907,412 | 197,812 | 1,528               | 2,449,758        |
| Robert J. Greczyn, Jr.  | 32,995,384 | 109,336 | 2,032               | 2,449,758        |
| Peter A. Hudson, M.D.   | 33,016,573 | 88,451  | 1,728               | 2,449,758        |
| Bradley S. Karro        | 32,918,102 | 186,381 | 2,269               | 2,449,758        |
| Paul H. Keckley, Ph.D.  | 32,980,449 | 120,572 | 5,731               | 2,449,758        |
| Conan J. Laughlin       | 32,909,478 | 195,222 | 2,052               | 2,449,758        |
| Lee A. Shapiro          | 33,016,231 | 88,083  | 2,438               | 2,449,758        |
| Donato J. Tramuto       | 33,016,974 | 88,439  | 1,339               | 2,449,758        |
| Kevin G. Wills          | 33,017,140 | 87,580  | 2,032               | 2,449,758        |

(ii) To consider and act upon a non-binding, advisory vote to approve compensation of the Company's named executive officers. The voting results were as follows:

| For        | Against | Abstain from Voting | Broker Non-Votes |
|------------|---------|---------------------|------------------|
| 32,361,011 | 728,283 | 17,458              | 2,449,758        |

(iii) To consider and act upon a non-binding, advisory vote on the frequency of future advisory votes to approve compensation of the named executive officers. The voting results were as follows:

| Three Years | Two Years | One Year   | Abstain from Voting | Broker Non-Votes |
|-------------|-----------|------------|---------------------|------------------|
| 4,899,822   | 10,882    | 28,181,477 | 14,571              | N/A              |

(iv) To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal 2017. The voting results were as follows:

| For        | Against | Abstain from Voting | Broker Non-Votes |
|------------|---------|---------------------|------------------|
| 35,170,290 | 378,937 | 7,283               | N/A              |

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.

TIVITY HEALTH, INC.

By: /s/ Glenn Hargreaves  
Glenn Hargreaves  
Interim Chief Financial Officer

Date: May 25, 2017