

TIVITY HEALTH, INC.
Form 8-K
November 14, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): November 14, 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 File Number) | (IRS Employer Identification 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)

(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.

Item 7.01 Regulation FD Disclosure.

On November 14, 2017, Tivity Health, Inc. (the "Company") issued a press release announcing that North Tide Capital ("North Tide") has informed the Company that in connection with the liquidation of all of the securities held in its portfolios, it has entered into a Rule 10b5-1 trading plan to effect the sale by the end of the year of its remaining 630,000 shares of the Company's common stock. The text of the press release is attached hereto as Exhibit 99.1.

Conan Laughlin, who has served as a member of the Board of Directors of the Company since 2014, is the founder, portfolio manager and managing member of North Tide. Mr. Laughlin has informed the Company that he intends to continue to serve on the Board through his current term expiring at the Company's annual meeting in 2018.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

Exhibit 99.1 Press Release dated November 14, 2017

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/ Adam Holland

Name: Adam Holland

Title: Chief Financial Officer

Date: November 14, 2017

EXHIBIT INDEX

Exhibit 99.1 Press Release dated November 14, 2017