

ZIER DAWN M.
Form 4/A
April 12, 2019

FORM 4

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

OMB APPROVAL

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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 *
ZIER DAWN M.

2. Issuer Name and Ticker or Trading Symbol
TIVITY HEALTH, INC. [TVTY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
600 OFFICE CENTER DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
President and COO

FORT WASHINGTON, PA 19034

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
03/12/2019

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
Common Stock	03/08/2019		A	(A) or (D) Amount (D) Price 40,443 (2) A (1)	671,134 (2)	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	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) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZIER DAWN M. 600 OFFICE CENTER DRIVE FORT WASHINGTON, PA 19034	X		President and COO	

Signatures

/s/ Mary Flipse, by power of attorney for Dawn M. Zier 04/12/2019

**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) Received in exchange for 188,900 shares of common stock of Nutrisystem, Inc. ("Nutrisystem") in connection with the merger (the "Merger") of Nutrisystem with and into Sweet Acquisition, Inc. ("Merger Sub"), pursuant to that certain Agreement and Plan of Merger, dated December 9, 2018, by and between the Issuer, Merger Sub and Nutrisystem. On March 7, 2019, the last day on which Nutrisystem's common stock was publicly traded, the closing price of Nutrisystem common stock was \$42.89 per share, and on March 8, 2019, the date of the effective time of the Merger, the closing price of the Issuer's common stock was \$19.42 per share.
- (2) Reflects a decrease of 34,981 shares previously reported as owned by the Reporting Person on the original Form 4 filed on March 12, 2019.

Remarks:

This amendment on Form 4/A to the original Form 4 filed on March 12, 2019 is made solely to correct the number of shares a

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.