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HEALTH FITNESS CORP /MN/
Form S-8
June 15, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

HEALTH FITNESS CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Minnesota

41-1580506

(State or Other Juris-
diction of Incorporation
or Organization)

(I.R.S. Employer
Identification Number)

3600 American Blvd West, Suite 560
Bloomington, Minnesota 55431
(Address of Principal Executive Office and Zip Code)

1995 STOCK OPTION PLAN
(Full Title of the Plan)

Jerry V. Noyce
Health Fitness Corporation
3600 American Blvd West, Suite 560
Bloomington, Minnesota 55431
(952) 831-6830
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Copies to:
John A. Satorius
Fredrikson & Byron, P.A.
200 South Sixth Street, Suite 4000
Minneapolis, Minnesota 55402

CALCULATION OF REGISTRATION FEE

PROPOSED MAXIMUM
PROPOSED
MAXIMUM

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TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	OFFERING PRICE PER SHARE (2)	AGGREGATE OFFERING PRICE (2)
Options to Purchase Common Stock under the 1995 Stock Option Plan	Indefinite	\$ 0.00	\$ 0.00
Common Stock issuable upon exercise of options granted under the 1995 Stock Option Plan	1,500,000 shares	\$1.615	\$2,422,500
TOTAL:			

- (1) In addition, pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein and any additional securities which may become issuable pursuant to anti-dilution provisions of the plan.
- (2) Estimated pursuant to Rule 457(h) solely for the purpose of calculating the registration fee and based upon the average of the high and low prices [the bid and asked prices] of the Registrant's Common Stock on June 10, 2004.

The purpose of this Registration Statement is to register additional shares for issuance under the Registrant's 1995 Stock Option Plan. The contents of the Registrant's Registration Statement on Form S-8, Reg. No. 333-00874 is incorporated herein by reference.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bloomington and State of Minnesota, on the 15th day of June, 2004.

HEALTH FITNESS CORPORATION
(the "Registrant")

By /s/ Jerry V. Noyce

Jerry V. Noyce
President and Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

(Power of Attorney)

Each of the undersigned constitutes and appoints Jerry V. Noyce and Wesley W. Winnekins his true and lawful attorney-in-fact and agent, each acting alone, with full powers of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Form S-8 Registration Statement of Health Fitness Corporation relating to the Company's 1995 Stock Option Plan and any or all amendments or post-effective amendments to the Form S-8 Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Signature -----	Title -----	Date ----
/s/ Jerry V. Noyce ----- Jerry V. Noyce	President, Chief Executive Officer and Director (principal executive officer)	June 15,
/s/ Wesley W. Winnekins ----- Wesley W. Winnekins	Chief Financial Officer and Treasurer (principal financial and accounting officer)	June 15,
/s/ John C. Penn ----- John C. Penn	Chairman of the Board	June 15,
/s/ James A. Bernards ----- James A. Bernards	Director	June 15,
/s/ K. James Ehlen ----- K. James Ehlen, M.D.	Director	June 15,
/s/ Mark W. Sheffert ----- Mark W. Sheffert	Director	June 15,
/s/ Linda Hall Whitman	Director	June 15,

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Linda Hall Whitman

/s/ Rodney A. Young

Director

June 15,

Rodney A. Young

/s/ Cary Musech

Director

June 15,

Cary Musech

/s/ Robert J. Marzec

Director

June 15,

Robert J. Marzec

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Washington, D.C. 20549

HEALTH FITNESS CORPORATION
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EXHIBIT INDEX

Exhibit
Number

Exhibit Description

5 Opinion and Consent of counsel re securities under the Plan
23.1 Consent of counsel (See Exhibit 5)
23.2 Consent of independent accountants
24 Power of attorney (See Signature Page)