Laughlin Conan Form 4 November 17, 2017

FORM 4

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

OMB Number:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

3235-0287

Form 4 or Form 5 obligations may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

TIVITY HEALTH, INC. [TVTY]

3. Date of Earliest Transaction

Symbol

burden hours per response... 0.5

1(b).

(Print or Type Responses)

Laughlin Conan

(Last)

1. Name and Address of Reporting Person *

(First)

(Middle)

701 COOL SPRINGS BOULEVARD (Street) 4.			11/15/ 4. If An	htth/Day/Year) 15/2017 Amendment, Date Original d(Month/Day/Year)				X_ Director 10% Owner Officer (give title Other (specify below) 6. Individual or Joint/Group Filing(Check Applicable Line)			
FRANKLIN, TN 37067								_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(State)	(Zip) Ta	ble I - Non	- 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. Transactic Code (Instr. 8)	4. Securitic on Dispose (Instr. 3, 4	d of (I	O)	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 Indirect Beneficial Ownership (Instr. 4)	
	Common Stock	11/15/2017		S	69,050	D	\$ 33.87	308,950 (1)	I	By North Tide Capital Master, LP (2)	
	Common Stock	11/15/2017		S	30,690	D	\$ 33.87	137,310 (1)	I	By Managed Account of North Tide Capital, LLC	
	Common Stock	11/15/2017		S	15,347	D	\$ 33.87	68,653 <u>(1)</u>	I	By NTC Special Opportunities I Master, LP	

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								<u>(4)</u>
Common Stock	11/16/2017	S	137,400	D	\$ 34.4	171,550 <u>(1)</u>	I	By North Tide Capital Master, LP (2)
Common Stock	11/16/2017	S	61,070	D	\$ 34.4	76,240 (1)	I	By Managed Account of North Tide Capital, LLC
Common Stock	11/16/2017	S	30,530	D	\$ 34.4	38,123 (1)	I	By NTC Special Opportunities I Master, LP
Common Stock	11/17/2017	S	87,550	D	\$ 34.61	84,000 (1)	I	By North Tide Capital Master, LP (2)
Common Stock	11/17/2017	S	38,910	D	\$ 34.61	37,330 (1)	I	By Managed Account of North Tide Capital, LLC
Common Stock	11/17/2017	S	19,453	D	\$ 34.61	18,670 (1)	I	By NTC Special Opportunities I Master, LP
Common Stock						17,590 <u>(5)</u>	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		re	Securities	(Instr. 5)	Bene
	Derivative			Securities		S	(Instr. 3 and 4)		Own
	Security			Acquired				Follo	
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr

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(Instr. 3, 4, and 5)

Date Expiration or Number of Shares

Code V (A) (D)

Exercisable Date

Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Laughlin Conan
701 COOL SPRINGS BOULEVARD X

FRANKLIN, TN 37067

Signatures

/s/ Mary Flipse, by power of attorney for Conan Laughlin

11/17/2017

**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).
- The Reporting Person disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his (1) pecuniary interest therein, and this report shall not be deemed to be an admission that the Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.
- Shares of Common Stock beneficially owned by North Tide Capital Master, LP (the "Master Fund"). North Tide Capital, LLC ("North Tide"), as the investment manager of the Master Fund, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by the Master Fund. The Reporting Person, as the Manager of North Tide, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by the Master Fund.
- (3) Shares held in an account managed by North Tide. The Reporting Person, as the Manager of North Tide, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by North Tide.
- Shares of Common Stock beneficially owned by NTC Special Opportunities I Master, LP ("NTC"). North Tide, as the investment manager of NTC, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by NTC. The Reporting Person, as the Manager of North Tide, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by NTC.
- (5) Includes shares underlying restricted stock units that vest in accordance with the schedules set forth in the Reporting Person's Form 4s.

 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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Reporting Owners 3