Hargreaves Glenn Form 4/A April 27, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. 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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Hargreaves Glenn

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) TIVITY HEALTH, INC. [TVTY]

(Check all applicable)

701 COOL SPRINGS

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner Other (specify X_ Officer (give title below)

6. Individual or Joint/Group Filing(Check

04/03/2018

below) Chief Accounting Officer

BOULEVARD

4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

04/04/2018

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

FRANKLIN, TN 37067

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Middle)

3. Code

(Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

Following Reported Transaction(s)

(A)

(Instr. 3 and 4) Code V Amount (D) Price

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

(Month/Day/Year)

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

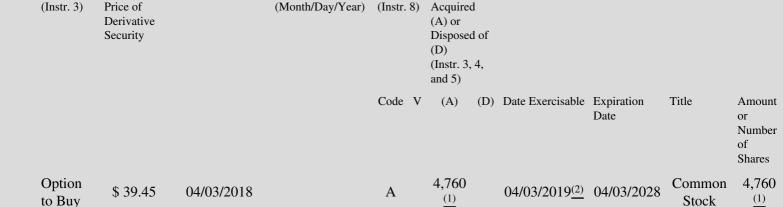
Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Securities Code

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hargreaves Glenn

701 COOL SPRINGS BOULEVARD Chief Accounting Officer

FRANKLIN, TN 37067

Signatures

Glenn

Hargreaves 04/27/2018

**Signature of 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 compensation committee of the Company's board of directors granted to the reporting person stock options with an aggregate value of \$100,000, with the number of such options to be determined as follows: \$100,000 / option fair value. As indicated on the original Form 4 filed on April 4, 2018, because the fair value as of April 3, 2018 was not yet determinable, the Form 4 would be amended to report the number of options granted when that number had been calculated. This Form 4 is being filed to reflect the final number of options.
- (2) Reflects options that vest 33% on 4/3/2019, 33% on 4/3/2020, and 34% on 4/3/2021.

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.

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