

Krausz Keira
Form 4
March 12, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Krausz Keira

(Last) (First) (Middle)

600 OFFICE CENTER DRIVE

(Street)

FORT WASHINGTON, PA 19034

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Division President, Nutrition

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/08/2019		A		43,219	A	43,219
Common Stock	03/08/2019		A		185,454 (2)	A	\$ 0 228,673

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 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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Krausz Keira 600 OFFICE CENTER DRIVE FORT WASHINGTON, PA 19034			Division President, Nutrition	

Signatures

/s/ Mary Flipse, by power of attorney for Keira Krausz
 03/12/2019

__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 201,866 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 date on which Nutrisystem's common stock was publicly traded, the closing price of Nutrisystem's 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) the following awards that were assumed by the Issuer in connection with the Merger: (i) an award of 20,894 shares of restricted stock, of which 6,800 shares vest in full on January 2, 2020, 7,293 shares vest in full on January 3, 2020, and 6,801 shares vest in full on January 2, 2021; (ii) an award of 41,374 restricted stock units that vest in full on December 31, 2019; (iii) an award of 43,762 restricted stock units that vest in full on December 31, 2019; and (iv) an award of 40,804 restricted stock units that vest in full on December 31, 2020; and (B) an award of 38,620 restricted stock units of which 33% vests on March 8, 2020, 33% vests on March 8, 2021, and 34% vests on March 8, 2022, that was issued under the Issuer's Amended and Restated 2014 Stock Incentive Plan.

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.