

HEALTHWAYS, INC  
Form 8-K/A  
August 11, 2011

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

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FORM 8-K/A  
(Amendment No. 1)

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): August 11, 2011 (August 10, 2011)

HEALTHWAYS, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other  
jurisdiction of  
incorporation)

000-19364  
(Commission  
File Number)

62-1117144  
(IRS Employer  
Identification No.)

701 Cool Springs Boulevard  
Franklin, Tennessee  
(Address of principal executive offices)

37067  
(Zip Code)

(615) 614-4929  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Explanatory Note

On May 26, 2011, Healthways, Inc. (the "Company") filed a Current Report on Form 8-K (the "Original Form 8-K") related to the Company's Annual Meeting of Stockholders (the "Annual Meeting") held on May 26, 2011. This Form 8-K/A is being filed solely to disclose the Company's decision regarding the frequency of future non-binding, advisory votes on compensation of the Company's named executive officers.

Item 5.07 Submission of Matters to a Vote of Security Holders.

As previously reported in the Original Form 8-K, a non-binding, advisory vote was taken at the Annual Meeting on the frequency of future advisory votes on executive compensation. A majority of the shares cast were in favor of holding such an advisory vote on an annual basis. After considering the preference of the Company's stockholders and other factors, the Company's Board of Directors (the "Board") determined at a meeting held on August 10, 2011 that the Company will hold a non-binding advisory vote on executive compensation on an annual basis until the next required non-binding advisory vote on the frequency of such future advisory votes on executive compensation occurs, or until the Board otherwise determines that a different frequency for such advisory votes is in the best interests of the stockholders of the Company.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HEALTHWAYS, INC.

By: /s/ Alfred Lumsdaine  
Alfred Lumsdaine  
Chief Financial Officer

Date: August 11, 2011

