

ZIER DAWN M.
Form 4
March 12, 2019

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZIER DAWN M.

(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)

President and COO

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)
Common Stock	03/08/2019		A	75,424	A 75,424	D	
Common Stock	03/08/2019		A	630,691 (2)	A \$ 0 706,115	D	

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

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SEC 1474
(9-02)

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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 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ZIER DAWN M. 600 OFFICE CENTER DRIVE FORT WASHINGTON, PA 19034	X President and COO

Signatures

/s/ Mary Flipse, by power of attorney for Dawn M.
Zier 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).

Received in exchange for 352,288 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, (1) dated December 9, 2018, by and between the Issuer, Merger Sub and Nutrisystem. On March 7, 2019, the last day on which Nutrisystem's common stock was publicly traded, the closing price of Nutrisystem 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.

Reflects (A) the following awards that were assumed by the Issuer in connection with the Merger: (i) an award of 84,869 shares of restricted stock that vest in full on October 15, 2019; (ii) an award of 118,211 restricted stock units that vest in full on October 15, 2019; (iii) an award of 140,034 restricted stock units that vest on a pro-rata daily basis, beginning on and following October 15, 2019 through (2) December 31, 2019, with such pro-rata daily vesting dating back to February 15, 2017; and (iv) an award of 184,590 restricted stock units that vest on a pro-rata daily basis, beginning on and following October 15, 2019 through December 31, 2020, with such pro-rata daily vesting dating back to January 2, 2018; and (B) an award of 102,987 restricted stock units that vest in full on May 31, 2020, 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.

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