

Laughlin Conan
Form 4
August 03, 2017

FORM 4

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

OMB APPROVAL

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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 *
Laughlin Conan

(Last) (First) (Middle)

701 COOL SPRINGS BOULEVARD

(Street)

FRANKLIN, TN 37067

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2017

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/01/2017		S		1,300,000	D	\$ 37.9
					450,000 ⁽¹⁾	I	By North Tide Capital Master, LP ⁽²⁾
Common Stock	08/01/2017		S		300,000	D	\$ 37.9
					200,000 ⁽¹⁾	I	By Managed Account of North Tide Capital, LLC ⁽³⁾
Common Stock	08/01/2017		S		150,000	D	\$ 37.9
					100,000 ⁽¹⁾	I	By NTC Special Opportunities I Master, LP

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- 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.
- (2)
- (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.
- (4)
- (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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