

NUTRI SYSTEM INC /DE/
Form SC 13G
February 15, 2013

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.) *

Nutri System Inc.
Common
67069D108

December 31, 2012

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- ☒ Rule 13d-1 (b)
☐ Rule 13d-1 (c)
☐ Rule 13d-1 (d)

*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class
of securities, and for any subsequent amendment containing information
which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not
be deemed to be "filed" for the purpose of Section 18 of the Securities
Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of
that section of the Act but shall be subject to all other provisions of
the Act (however, see the Notes).

CUSIP No. 67069D108

1. Names of Reporting Persons.

SunTrust Banks, Inc. as Parent Holding Company for RidgeWorth Capital
Management, Inc. (parent company of Ceredex Value Advisors LLC and Certium
Asset Management LLC) and for SunTrust Bank Holding Company as Parent
Company for SunTrust Bank in various fiduciary capacities.

I.R.S. Identification Nos. of above persons
58-1575035

2. Check the Appropriate Box if a Member of a Group

- (a) _____
(b) _____

3. SEC Use Only

4. Citizenship or Place of Organization
Georgia

Number of	5. Sole Voting Power	1,544,560.
Shares		
Beneficially	6. Shared Voting Power	0.

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Owned by
Each 7. Sole Dispositive Power 1,544,560.
Reporting
Person With 8. Shared Dispositive Power 0.

9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,544,560.

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares*

11. Percent of Class Represented by Amount in Row (9)
5.4%

12. Type of Reporting Person*
HC / IA

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Under the Securities Exchange Act of 1934

Item 1.

(a) Name of Issuer:
Nutri System Inc.
(b) Address of Issuer's Principal Executive Offices:
Fort Washington Executive Center
600 Office Center Drive
Fort Washington, PA 19034

Item 2.

(a) Name of Person Filing:
SunTrust Banks, Inc. as Parent Holding Company for RidgeWorth Capital Management, Inc. and for SunTrust Bank Holding Company as Parent Company for SunTrust Bank in various fiduciary capacities.
RidgeWorth Capital Management, Inc. is parent company of Ceredex Value Advisors LLC and Certium Asset Management LLC.

(b) Address of Principal Business Office or, if none, Residence:
303 Peachtree St, N.E.
Atlanta, GA 30308

(c) Citizenship:
RidgeWorth Capital Management, Inc. is a Georgia corporation; Ceredex Value Advisors LLC and Certium Asset Management LLC are Delaware limited liability corporations.

SunTrust Banks, Inc. is a Georgia Corporation; SunTrust Bank Holding Company is a Florida corporation; SunTrust Bank is a Georgia banking association.

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:
67069D108

Item 3. If this statement is filed pursuant to SS240.13d-1(b) or 240.13-2(b) or (c), check whether the person filing is a:

(a) ☐ Broker or dealer registered under section 15 of the Act

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- (15 U.S.C. 78o);
(b) ☒ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
(e) ☒ An investment adviser in accordance with SS240.13d-1(b)(1)(ii)(E);
(f) ☐ An employee benefit plan or endowment fund in accordance with SS240.13d-1(b)(1)(ii)(F);
(g) ☒ A parent holding company or control person in accordance with SS240.13d-1(b)(1)(ii)(G);
(h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
(i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
(j) ☐ Group, in accordance with SS240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- | | |
|--|------------|
| (a) Amount beneficially owned: | 1,544,560. |
| (b) Percent of class: | 5.4% |
| (c) Number of shares as to which the person has: | |
| (i) Sole power to vote or to direct the vote | 1,544,560. |
| (ii) Shared power to vote or to direct the vote | 0. |
| (iii) Sole power to dispose or to direct the disposition of | 1,544,560. |
| (iv) Shared power to dispose or to direct the disposition of | 0. |

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐.

Item 6. Ownership of More than Five Percent on Behalf of Another Person
Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which
Acquired the Security Being Reported on By the Parent Holding Company
See Item 2.

Item 8. Identification and Classification of Members of the Group
Not Applicable

Item 9. Notice of Dissolution of Group
Not Applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2013
Date

/s/ Victor A. Smith
Signature
Victor A. Smith / Senior Vice President
Name / Title