

NUTRI SYSTEM INC /DE/  
Form SC 13G/A  
February 13, 2014

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

Nutri System Inc.  
Common  
67069D108

December 31, 2013

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 GenSpring Holdings, Inc.

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	868,159.
Shares		
Beneficially	6. Shared Voting Power	0.
Owned by		
Each	7. Sole Dispositive Power	868,159.
Reporting		

Edgar Filing: NUTRI SYSTEM INC /DE/ - Form SC 13G/A

Person With 8. Shared Dispositive Power 0.

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
868,159.

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

11. Percent of Class Represented by Amount in Row (9)  
3.0%

12. Type of Reporting Person\*  
HC / IA

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

SCHEDULE 13G

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 GenSpring Holdings, Inc.

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.

GenSpring Holdings, Inc. is a Florida Corporation.

(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 (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);

## Edgar Filing: NUTRI SYSTEM INC /DE/ - Form SC 13G/A

(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:	868,159.
(b) Percent of class:	3.0%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote	868,159.
(ii) Shared power to vote or to direct the vote	0.
(iii) Sole power to dispose or to direct the disposition of	868,159.
(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

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.

Edgar Filing: NUTRI SYSTEM INC /DE/ - Form SC 13G/A

February 13, 2014

Date

/s/ Kathryn AB Vest

Signature

Kathryn AB Vest / Senior Vice President

Name / Title