

Hargreaves Glenn
Form 4
August 14, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hargreaves Glenn

(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)
08/10/2017

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)
Chief Accounting Officer

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/10/2017		M		5,758 A \$ 7.47	54,401	D
Common Stock	08/10/2017		S		5,758 D \$ 37.77 (1)	48,643	D
Common Stock	08/10/2017		M		1,200 A \$ 9.29	49,843	D
Common Stock	08/10/2017		S		1,200 D \$ 37.76 (2)	48,643	D
	08/11/2017		M		3,063 A \$ 7.47	51,706	D

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Common Stock									
Common Stock	08/11/2017		S	3,063	D	\$ 37.75	48,643	D	
Common Stock	08/11/2017		M	200	A	\$ 9.29	48,843	D	
Common Stock	08/11/2017		S	200	D	\$ 37.75	48,643	D	
Common Stock							1,236	I	Held in 401(k) plan

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

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SEC 1474
(9-02)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy	\$ 7.47	08/10/2017		M	5,758	02/21/2013 ⁽³⁾	02/21/2022	Common Stock	5,758
Option to Buy	\$ 9.29	08/10/2017		M	1,200	07/19/2013 ⁽⁴⁾	07/19/2022	Common Stock	1,200
Option to Buy	\$ 7.47	08/11/2017		M	3,063	02/21/2013 ⁽³⁾	02/21/2022	Common Stock	3,063
Option to Buy	\$ 9.29	08/11/2017		M	200	07/19/2013 ⁽⁴⁾	07/19/2022	Common Stock	200

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Hargreaves Glenn
701 COOL SPRINGS BOULEVARD
FRANKLIN, TN 37067

Chief Accounting Officer

Signatures

/s/ Glenn

Hargreaves

08/14/2017

**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).

This transaction was executed in multiple trades at prices ranging from \$37.75 to \$37.80, inclusive. The price reported above reflects the
(1) weighted-average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

This transaction was executed in multiple trades at prices ranging from \$37.75 to \$37.775, inclusive. The price reported above reflects the
(2) weighted-average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(3) Option vested 25% per year beginning on 2/21/2013.

(4) Option vested 25% per year beginning on 7/19/2013.

(5) Information in this column is left blank because the transaction represents the conversion of a security.

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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