

NUTRI SYSTEM INC /DE/  
Form 8-K  
August 01, 2006

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

**Form 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): 08/01/2006**

**NUTRI SYSTEM INC DE**

(Exact name of registrant as specified in its charter)

**Commission File Number: 0-28551**

**DE**  
(State or other jurisdiction of  
incorporation)

**23-3012204**  
(IRS Employer  
Identification No.)

**300 Welsh Road, Building 1, Suite 100, Horsham, PA 19044**  
(Address of principal executive offices, including zip code)

**215 706 5302**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Information to be included in the report

**Item 8.01. Other Events**

On August 1, 2006, NutriSystem, Inc. announced that its Board of Directors has authorized the repurchase of up to \$50 million of its outstanding shares of common stock. A copy of the press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

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**Signature(s)**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NUTRI SYSTEM INC DE

Date: August 01, 2006

By: /s/ James D Brown

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James D Brown  
Executive Vice President and Chief Financial Officer

**Exhibit Index**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
EX-99.1	Press Release, dated August 1, 2006