

Krausz Keira  
Form 4  
March 12, 2019

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**Krausz Keira**

(Last) (First) (Middle)

600 OFFICE CENTER DRIVE

(Street)

FORT WASHINGTON, PA 19034

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**TIVITY HEALTH, INC. [TVTY]**

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

03/08/2019

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)

Division President, Nutrition

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)
Common Stock	03/08/2019		A	43,219	A <u>11</u> 43,219	D	
Common Stock	03/08/2019		A	185,454 (2)	A \$ 0 228,673	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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number.**

SEC 1474  
(9-02)

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**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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Krausz Keira  
600 OFFICE CENTER DRIVE  
FORT WASHINGTON, PA 19034

Division President, Nutrition

## Signatures

/s/ Mary Flipse, by power of attorney for Keira  
Krausz

03/12/2019

\*\*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).

Received in exchange for 201,866 shares of common stock of Nutrisystem, Inc. ("Nutrisystem") in connection with the merger (the "Merger") of Nutrisystem with and into Sweet Acquisition, Inc. ("Merger Sub"), pursuant to that certain Agreement and Plan of Merger, (1) dated December 9, 2018, by and between the Issuer, Merger Sub and Nutrisystem. On March 7, 2019, the last date on which Nutrisystem's common stock was publicly traded, the closing price of Nutrisystem's common stock was \$42.89 per share, and on March 8, 2019, the date of the effective time of the Merger, the closing price of the Issuer's common stock was \$19.42 per share.

Reflects (A) the following awards that were assumed by the Issuer in connection with the Merger: (i) an award of 20,894 shares of restricted stock, of which 6,800 shares vest in full on January 2, 2020, 7,293 shares vest in full on January 3, 2020, and 6,801 shares vest in full on January 2, 2021; (ii) an award of 41,374 restricted stock units that vest in full on December 31, 2019; (iii) an award of 43,762 restricted stock units that vest in full on December 31, 2019; and (iv) an award of 40,804 restricted stock units that vest in full on December 31, 2020; and (B) an award of 38,620 restricted stock units of which 33% vests on March 8, 2020, 33% vests on March 8, 2021, and 34% vests on March 8, 2022, that was issued under the Issuer's Amended and Restated 2014 Stock Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.