

Tramuto Donato
Form 4
November 05, 2018

FORM 4

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

OMB APPROVAL

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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 *
Tramuto Donato

(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)
11/01/2018

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)
CEO

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 or Price		
Common Stock	11/01/2018		M		250,000 A \$ 0 ⁽¹⁾	398,690	D
Common Stock	11/01/2018		A		411,320 A \$ 0 ⁽¹⁾	560,010	D
Common Stock	11/01/2018		F		161,855 D \$ 34.8 ⁽²⁾	398,155	D
Common Stock	11/02/2018		F		4,205 ⁽³⁾ D \$ 34.78	393,950	D
Common Stock	11/02/2018		F		32,792 ⁽⁴⁾ D \$ 34.78	361,158	D

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

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(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)	8. Amount or Number of Shares
Market Stock Units	(4)	11/01/2018		M	250,000 (5)	(5) (5)	Common Stock	250,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tramuto Donato 701 COOL SPRINGS BOULEVARD FRANKLIN, TN 37067	X		CEO	

Signatures

/s/ Mary Flipse, by power of attorney for Donato
Tramuto

11/05/2018

__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).
- (1) Reflects the vesting (250,000) and payout (411,320) of the Market Stock Units granted on November 1, 2015 at a payout factor of 164.5281%, and such payout includes 161,320 shares of common stock that were above the target number of shares originally reported.
- (2) Reflects 161,855 shares of common stock withheld to cover the payment of taxes following vesting of 411,320 Market Stock Units granted on November 1, 2015.
- (3) Reflects 4,205 shares withheld to cover the payment of taxes following the vesting of 10,684 restricted stock units granted on November 2, 2015.
- (4) Reflects 32,792 shares withheld to cover the payment of taxes following the vesting of 83,334 restricted stock units granted on November 2, 2015.
- (5)

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Each Market Stock Unit converts into shares of common stock on a 1-for-1 basis but the number of common stock that may be issued to the reporting person upon vesting of the Market Stock Units ranges from a minimum of 0% to a maximum of 180% of the "target" performance level, depending on annualized shareholder return of the common stock over a three-year performance period beginning on November 1, 2015.

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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