

NAUTILUS, INC.  
Form 8-K  
May 18, 2016

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: May 18, 2016

(Date of earliest event reported)

NAUTILUS, INC.  
(Exact name of registrant as specified in its charter)

Washington (State or other jurisdiction of incorporation)	001-31321 (Commission File Number)	94-3002667 (I.R.S. Employer Identification No.)
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17750 SE 6<sup>th</sup> Way  
Vancouver, Washington 98683  
(Address of principal executive offices and zip code)

(360) 859-2900  
(Registrant's telephone number, including area code)

N/A  
(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 (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))

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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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Item 2.02 Results of Operations and Financial Condition

Please refer to the disclosure set forth in Item 7.01 of this Current Report on Form 8-K.

Item 7.01 Regulation FD Disclosure

On May 18, 2016, Nautilus, Inc. (the "Company") posted an investor presentation to its website at [www.nautilusinc.com](http://www.nautilusinc.com) under the heading "Investors." The presentation is intended to be made available to stockholders, analysts and investors, including those participating in meetings with the Company's management to be held during May 2016. The presentation, which is furnished as Exhibit 99.1 to this Current Report on Form 8-K, provides an overview of the Company's strategy, performance and future objectives.

In addition to disclosing results determined in accordance with GAAP, the Company has included in the presentation certain non-GAAP financial information, including certain financial results adjusted to exclude certain unusual items and EBITDA, which the Company defines as its income from continuing operations, adjusted to exclude interest expense (income), income tax expense (benefit) from continuing operations, and depreciation and amortization expense. The Company presents adjusted financial results because management believes that due to the unusual nature of the excluded items, the non-GAAP results assist investors in assessing the Company's operational performance relative to its competitors and its historical financial performance. The Company uses EBITDA in evaluating its operating results and for financial and operational decision-making purposes, such as budgeting and establishing operational goals, and believes that EBITDA helps identify underlying trends in its business that could otherwise be masked by the effect of the items that are excluded from EBITDA and enhances the overall understanding of the Company's past performance and future prospects.

The Company presents these non-GAAP results as a complement to results provided in accordance with GAAP, and these results should not be regarded as a substitute for GAAP. Non-GAAP financial measures are not based on any standardized methodology prescribed by GAAP and are not necessarily comparable to similarly-titled measures presented by other companies. When presenting non-GAAP information, the Company includes a reconciliation of the non-GAAP results to the most directly comparable financial measure calculated and presented in accordance with GAAP. Non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information prepared in accordance with GAAP.

The information in this Current Report and in the exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as otherwise expressly stated in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibit is furnished herewith and this list is intended to constitute the exhibit index:

99.1 Nautilus, Inc. Investor Presentation – May 2016.

Signature

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.

NAUTILUS, INC.  
(Registrant)

May 18, 2016    By: /s/ Sidharth Nayar  
Date                      Sidharth Nayar  
                                 Chief Financial Officer  
                                 (Principal Financial and Accounting Officer)