

LIFE TIME FITNESS, INC.  
Form 8-K  
October 23, 2014

**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) October 23, 2014**

**Life Time Fitness, Inc.**

**(Exact name of Registrant as specified in its charter)**

**Minnesota**  
**(State or other jurisdiction**

**of incorporation)**

**001-32230**  
**(Commission**

**File Number)**

**41-1689746**  
**(IRS Employer**

**Identification No.)**

**2902 Corporate Place**

**Chanhassen, Minnesota**  
**(Address of principal executive offices)**

**55317**  
**(Zip Code)**

**Registrant's telephone number, including area code (952) 947-0000**

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 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))

Item 2.02. Results of Operations and Financial Condition.

On October 23, 2014, Life Time Fitness, Inc. (the Company) reported its financial results for its third quarter ended September 30, 2014. See the Company's press release dated October 23, 2014, which is furnished as Exhibit 99.1 and incorporated by reference in this Current Report on Form 8-K.

The press release furnished as Exhibit 99.1 and certain information the Company intends to disclose on the conference call scheduled for 10:00 a.m. eastern time on October 23, 2014 include certain non-GAAP financial measures. The reconciliations of these measures to the most directly comparable GAAP financial measures are included in the press release. In addition to the information in the press release under the heading Non-GAAP Financial Measures, the Company provides the following additional information about the Company's use of the non-GAAP financial measures presented in the press release and on the conference call.

**EBITDA.** The Company believes EBITDA is useful to an investor in evaluating the Company's operating performance and liquidity because:

it is a widely accepted financial indicator of a company's ability to service its debt and the Company is required to comply with certain covenants and borrowing limitations that are based on variations of EBITDA in certain of the Company's financing documents; and

it is widely used to measure a company's operating performance without regard to items such as depreciation and amortization, which can vary depending upon accounting methods and the book value of assets, and to present a meaningful measure of corporate performance exclusive of the Company's capital structure and the method by which assets were acquired.

The Company's management uses EBITDA:

as a measurement of operating performance because it assists the Company in comparing its performance on a consistent basis;

in presentations to the members of the Company's board of directors to enable the board to have the same consistent measurement basis of operating performance used by management; and

as the basis for incentive bonuses paid to selected members of senior and center-level management.

**Adjusted Diluted EPS.** The Company believes Adjusted Diluted Earnings per Common Share (Adjusted Diluted EPS) is useful to an investor because it provides a comparable measurement in evaluating the Company's operating performance.

Item 9.01. Financial Statements and Exhibits.

The following Exhibit is being furnished herewith:

99.1 Press Release Announcing Third Quarter 2014 Financial Results dated October 23, 2014.

SIGNATURES

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, thereunto duly authorized.

LIFE TIME FITNESS, INC.

Date: October 23, 2014

By: /s/ Eric J. Buss  
Eric J. Buss  
Executive Vice President and Chief Financial  
Officer

EXHIBIT INDEX

No.	Exhibit	Manner of Filing
99.1	Press Release Announcing Third Quarter 2014 Financial Results dated October 23, 2014.	Filed Electronically