

HEALTHWAYS, INC  
Form 8-K  
September 30, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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): September 30, 2010

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

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

Delaware  
(State or other  
jurisdiction of  
incorporation)

000-19364  
(Commission  
File Number)

62-1117144  
(IRS Employer  
Identification No.)

701 Cool Springs Boulevard  
Franklin, Tennessee  
(Address of principal executive offices)

37067  
(Zip Code)

(615) 614-4929  
(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 (see General Instruction A.2. below):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure

Today Healthways announced the receipt of confirmation that the pilot program with Deutsche Angestellten Krankenkasse (DAK) in Germany will expire as scheduled on December 31, 2010. Total company EPS guidance in the range of \$1.07 to \$1.18 remains unchanged. This expectation excludes any potential contractual gain-share bonus that may be earned by the company for achieving financial outcomes over the 3-year period. For more information of the positive outcomes on this contract, please see the Healthways press release “Announces Achievements in Medicare Health Support; Other Seniors' Programs” dated September 16, 2010. Revenues from the DAK pilot in 2010 are expected to approximate \$12 million. The company expects to retain a presence in Germany in support of other business development opportunities in Germany and the rest of Western Europe.

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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 hereunto duly authorized.

HEALTHWAYS, INC.

By: /s/ Mary A. Chaput  
Mary A. Chaput  
Chief Financial Officer

Date: September 30, 2010