

Health Fitness Corp /MN/  
Form S-8  
June 19, 2009

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

**FORM S-8  
REGISTRATION STATEMENT  
Under the Securities Act of 1933  
HEALTH FITNESS CORPORATION**  
(Exact Name of Registrant as Specified in its Charter)

Minnesota

41-1580506

(State or Other Juris-  
diction of Incorporation  
or Organization)

(I.R.S. Employer  
Identification Number)

**1650 West 82nd Street, Suite 1100  
Bloomington, Minnesota 55431**

(Address of Principal Executive Office and Zip Code)

**1995 Employee Stock Purchase Plan  
Amended and Restated 2005 Stock Option Plan**

(Full Titles of the Plans)

Gregg O. Lehman

Health Fitness Corporation

1650 West 82nd Street, Suite 1100

Bloomington, Minnesota 55431

(952) 831-6830

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

*Copies to:*

Alexander Rosenstein

Fredrikson & Byron, P.A.

200 South Sixth Street, Suite 4000

Minneapolis, Minnesota 55402

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/>	Smaller reporting company <input type="checkbox"/>
(Do not check if a smaller reporting company)			

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities</b>	<b>Amount to be</b>	<b>Proposed Maximum Offering Price</b>	<b>Proposed Maximum Aggregate</b>	<b>Amount of</b>
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<b>to be Registered</b>	<b>Registered(1)</b>	<b>Per Share (2)</b>	<b>Offering Price (2)</b>	<b>Registration Fee</b>
Options to Purchase Common Stock under the 1995 Employee Stock Purchase Plan	Indefinite	\$ 0.00	\$ 0.00	\$ 0.00
Common Stock issuable upon exercise of options granted under the 1995 Employee Stock Purchase Plan	200,000 shares	\$ 4.77	\$ 954,000	\$ 53.23
Options to Purchase Common Stock under the Amended and Restated 2005 Stock Option Plan	Indefinite	\$ 0.00	\$ 0.00	\$ 0.00
Common Stock issuable upon exercise of options granted under the Amended and Restated 2005 Stock Option Plan	500,000 shares	\$ 4.77	\$ 2,385,000	\$ 133.08
TOTAL:				\$ 186.31

(1) In addition,  
pursuant to  
Rule 416 under  
the Securities  
Act of 1933,  
this Registration  
Statement also  
covers an  
indeterminate  
amount of  
interests to be  
offered or sold  
pursuant to the  
employee  
benefit plans  
described herein  
and any  
additional  
securities which  
may become  
issuable  
pursuant to  
anti-dilution  
provisions of  
the plans.

(2) Estimated  
pursuant to Rule  
457(h) solely  
for the purpose  
of calculating  
the registration  
fee and based  
upon the

average of the  
high and low  
sale prices of  
the Registrant's  
Common Stock  
as reported on  
the NYSE  
AMEX on  
June 16, 2009.

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This Registration Statement registers 200,000 additional shares of Common Stock for issuance under the Registrant's 1995 Employee Stock Purchase Plan, as amended (the "Purchase Plan"), thus increasing the total number of shares registered for issuance under the Purchase Plan from 500,000 (as adjusted to reflect the one-for-two reverse stock split effected on October 6, 2008) to 700,000. The contents of the Registrant's Registration Statements on Form S-8, Reg. No. 333-00876, Reg. No. 333-32424, Reg. No. 333-67632, Reg. No. 333-101049 and Reg. No. 333-136837, are incorporated herein by reference.

This Registration Statement also registers 500,000 additional shares of Common Stock for issuance under the Registrant's Amended and Restated 2005 Stock Option Plan (the "Option Plan"), thus increasing the total number of shares registered for issuance under the Option Plan from 1,500,000 (as adjusted to reflect the one-for-two reverse stock split effected on October 6, 2008) to 2,000,000. The contents of the Registrant's Registration Statements on Form S-8, Reg. No. 333-00874, Reg. No. 333-116489 and Reg. No. 333-136835, are incorporated herein by reference.

### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bloomington and State of Minnesota, on the 18th day of June, 2009.

### HEALTH FITNESS CORPORATION

By /s/ Gregg O. Lehman  
Gregg O. Lehman  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Gregg O. Lehman Gregg O. Lehman	President and Chief Executive Officer and Director (principal executive officer) and Director	June 18, 2009
/s/ Wesley W. Winnekins Wesley W. Winnekins	Chief Financial Officer and Treasurer (principal financial and accounting officer)	June 18, 2009
David F. Durenberger	Director	June 18, 2009
*	Director	June 18, 2009
K. James Ehlen, M.D.		
*	Director	June 18, 2009

Linda Hall Keller

Director

June 18, 2009

Wendy D. Lynch

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Director

June 18, 2009

Robert J. Marzec

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Signature		Title	Date
	*	Director	June 18, 2009
John C. Penn			
		Director	June 18, 2009
Curtis M. Selquist			
	*	Chairman of the Board	June 18, 2009
Mark W. Sheffert			
	*	Director	June 18, 2009
Rodney A. Young			
* /s/ Wesley W. Winnekins			
Wesley W. Winnekins			
Attorney-in-fact			

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
HEALTH FITNESS CORPORATION  
Form S-8 Registration Statement  
EXHIBIT INDEX

Exhibit Number	Exhibit Description
5.1	Opinion and Consent of Fredrikson & Byron, P.A.
23.1	Consent of Fredrikson & Byron, P.A. (See Exhibit 5.1)
23.2	Consent of Independent Registered Public Accounting Firm
99.1	1995 Employee Stock Purchase Plan, as amended incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated May 27, 2009
99.2	Amended and Restated 2005 Stock Option Plan incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K dated May 21, 2007