

Health Fitness Corp /MN/  
Form SC TO-C  
January 21, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
SCHEDULE TO  
(RULE 14d-100)  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF  
THE SECURITIES EXCHANGE ACT OF 1934.**

**HEALTH FITNESS CORPORATION**

(Name of Subject Company (Issuer))

**TRUSTCO MINNESOTA, INC.**

A Wholly-Owned Subsidiary of

**TRUSTCO HOLDINGS, INC.**

An Indirect Wholly-Owned Subsidiary of

**TRUSTMARK MUTUAL HOLDING COMPANY**

(Names of Filing Persons (Offerors))

(Names of Filing Persons (identifying status as offeror, issuer or other person))

**Common Stock, Par Value \$0.01 Per Share**

(Title of Class of Securities)

42217V201

(CUSIP Number of Class of Securities)

**Sara Lee Keller, Esq.**

**Senior Vice President, General Counsel and Secretary**

**Trustmark Companies**

**400 Field Drive**

**Lake Forest, Illinois 60045**

**(847) 615-1500**

(Name, address and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

*Copies to:*

**Larry A. Barden**

**Scott R. Williams**

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**One South Dearborn Street**

**Chicago, Illinois 60603**

**(312) 853-7000**

**CALCULATION OF FILING FEE**

Transaction Valuation

N/A

Amount of Filing Fee

N/A

- o Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Not applicable.

Amount Previously

Paid:

Form or Registration      Not applicable.

No.:

Filing Party:              Not applicable.

Date Filed:                Not applicable.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
  
- issuer tender offer subject to Rule 13e-4.
  
- going-private transaction subject to Rule 13e-3.
  
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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**Item 12. Exhibits.**

<b>Exhibit Number</b>	<b>Description of Exhibits</b>
99.1	Joint Press Release issued by Trustmark and Health Fitness Corporation on January 21, 2010
99.2	Trustmark Employee Q&A dated January 21, 2010
99.3	Trustmark Broker and Client Q&A dated January 21, 2010
99.4	Message from Trustmark CEO to Trustmark Employees dated January 21, 2010