

Laughlin Conan
Form 4
November 21, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Laughlin Conan

2. Issuer Name and Ticker or Trading Symbol
TIVITY HEALTH, INC. [TVTY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/20/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

701 COOL SPRINGS BOULEVARD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

FRANKLIN, TN 37067

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--|
| | | | | (A) or (D) | Amount or Price | | | |
| Common Stock | 11/20/2017 | | S | 48,000 D | \$ 34.81 | 36,000 ⁽¹⁾ | I | By North Tide Capital Master, LP ⁽²⁾ |
| Common Stock | 11/20/2017 | | S | 21,330 D | \$ 34.81 | 16,000 ⁽¹⁾ | I | By Managed Account of North Tide Capital, LLC ⁽³⁾ |
| Common Stock | 11/20/2017 | | S | 10,670 D | \$ 34.81 | 8,000 ⁽¹⁾ | I | By NTC Special Opportunities I Master, LP |

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| | | | | | | | | | (4) |
|--------------|------------|---|--------|---|----------|------------|---|--|---|
| Common Stock | 11/21/2017 | S | 36,000 | D | \$ 35.01 | 0 (1) | I | | By North Tide Capital Master, LP (2) |
| Common Stock | 11/21/2017 | S | 16,000 | D | \$ 35.01 | 0 (1) | I | | By Managed Account of North Tide Capital, LLC (3) |
| Common Stock | 11/21/2017 | S | 8,000 | D | \$ 35.01 | 0 (1) | I | | By NTC Special Opportunities I Master, LP (4) |
| Common Stock | | | | | | 17,590 (5) | D | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Laughlin Conan 701 COOL SPRINGS BOULEVARD | X | | | |

FRANKLIN, TN 37067

Signatures

/s/ Mary Flipse, by power of attorney for Conan
Laughlin

11/21/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The Reporting Person disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his

 - (1) pecuniary interest therein, and this report shall not be deemed to be an admission that the Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.

Shares of Common Stock beneficially owned by North Tide Capital Master, LP (the "Master Fund"). North Tide Capital, LLC ("North Tide"), as the investment manager of the Master Fund, may be deemed to be the beneficial owner of the shares of Common Stock
 - (2) beneficially owned by the Master Fund. The Reporting Person, as the Manager of North Tide, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by the Master Fund.
 - (3) Shares held in an account managed by North Tide. The Reporting Person, as the Manager of North Tide, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by North Tide.

Shares of Common Stock beneficially owned by NTC Special Opportunities I Master, LP ("NTC"). North Tide, as the investment manager of NTC, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by NTC. The Reporting Person, as the Manager of North Tide, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by NTC.
 - (4) Person, as the Manager of North Tide, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by NTC.
 - (5) Includes shares underlying restricted stock units that vest in accordance with the schedules set forth in the Reporting Person's Form 4s.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.