

NUTRI SYSTEM INC /DE/  
Form SC 13D/A  
December 19, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. 2)<sup>1</sup>

Nutrisystem, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

67069D108

(CUSIP Number)

CHRISTOPHER S. KIPER

LEGION PARTNERS ASSET MANAGEMENT, LLC

9401 Wilshire Blvd, Suite 705

Beverly Hills, CA 90212

(310) 729-8588

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

December 18, 2018

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(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box “.

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

1 The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

1 NAME OF REPORTING  
PERSON

2 Legion Partners, L.P. I  
CHECK THE  
APPROPRIATE  
BOX IF A MEMBER (a)  
OF A GROUP  
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC  
CHECK BOX IF  
DISCLOSURE OF  
LEGAL  
PROCEEDINGS IS  
REQUIRED  
PURSUANT TO  
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

	Delaware	
NUMBER OF	7	SOLE VOTING
SHARES		POWER
BENEFICIALLY		- 0 -
OWNED BY	8	SHARED
EACH		VOTING
REPORTING		POWER
PERSON WITH	9	1,019,566
		SOLE
		DISPOSITIVE
		POWER
		- 0 -
	10	SHARED
		DISPOSITIVE
		POWER
		1,019,566
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,019,566	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	3.47%	
14	TYPE OF REPORTING PERSON	
	PN	
1	NAME OF REPORTING PERSON	
2	Legion Partners, L.P. II CHECK THE (a) APPROPRIATE BOX IF A MEMBER	

OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC  
CHECK BOX IF  
DISCLOSURE OF  
LEGAL  
PROCEEDINGS IS  
REQUIRED  
PURSUANT TO  
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE  
OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY		- 0 -
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		58,136
PERSON WITH	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER

58,136

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

12 58,136  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW

(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

PN

1 NAME OF REPORTING  
PERSON

Legion Partners Special  
Opportunities, L.P. X

2 CHECK THE  
APPROPRIATE  
BOX IF A MEMBER (a)  
OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC  
CHECK BOX IF  
DISCLOSURE OF  
LEGAL  
PROCEEDINGS IS  
REQUIRED  
PURSUANT TO  
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE  
OF ORGANIZATION

Delaware

NUMBER OF  
SHARES

7 SOLE  
VOTING  
POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER

- 0 -

38,023

9 SOLE DISPOSITIVE POWER

- 0 -

10 SHARED DISPOSITIVE POWER

38,023

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 38,023 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 Less than 1% TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

2 Legion Partners, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
CHECK BOX IF  
DISCLOSURE OF  
LEGAL  
PROCEEDINGS IS  
REQUIRED  
PURSUANT TO  
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

NUMBER OF	7	Delaware	SOLE VOTING POWER
SHARES			
BENEFICIALLY			- 0 -
OWNED BY	8		SHARED VOTING POWER
EACH			
REPORTING			1,115,725
PERSON WITH	9		SOLE DISPOSITIVE POWER
			- 0 -
	10		SHARED DISPOSITIVE POWER
			1,115,725
11			AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 1,115,725  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

3.79%

14 TYPE OF REPORTING  
PERSON

OO

1 NAME OF REPORTING  
PERSON

Legion Partners Asset  
Management, LLC

2 CHECK THE  
APPROPRIATE  
BOX IF A MEMBER (a)  
OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF  
DISCLOSURE OF  
LEGAL  
PROCEEDINGS IS  
REQUIRED  
PURSUANT TO  
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING  
SHARES POWER

BENEFICIALLY - 0 -

OWNED BY 8 SHARED  
VOTING  
POWER

EACH



REPORTING		1,115,725
PERSON WITH	9	SOLE DISPOSITIVE POWER

		- 0 -
	10	SHARED DISPOSITIVE POWER

		1,115,725
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

		1,115,725
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
----	--	--

14		3.79% TYPE OF REPORTING PERSON
----	--	--------------------------------------

IA

1		NAME OF REPORTING PERSON
---	--	-----------------------------

Legion Partners Holdings,  
LLC

2		CHECK THE APPROPRIATE BOX IF A MEMBER <sup>(a)</sup> OF A GROUP
---	--	--

(b)

3		SEC USE ONLY
---	--	--------------

4		SOURCE OF FUNDS
---	--	-----------------

	OO	
	CHECK BOX IF	
	DISCLOSURE OF	
	LEGAL	
5	PROCEEDINGS IS	
	REQUIRED	
	PURSUANT TO	
	ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF	
	ORGANIZATION	
	Delaware	
NUMBER OF	7	SOLE VOTING
SHARES		POWER
BENEFICIALLY		- 0 -
OWNED BY	8	SHARED
EACH		VOTING
REPORTING		POWER
PERSON WITH	9	1,115,825
		SOLE
		DISPOSITIVE
		POWER
		- 0 -
	10	SHARED
		DISPOSITIVE
		POWER
		1,115,825
11	AGGREGATE AMOUNT	
	BENEFICIALLY OWNED BY	
	EACH REPORTING PERSON	
	1,115,825	
12	CHECK BOX IF	
	THE AGGREGATE	
	AMOUNT IN ROW	
	(11) EXCLUDES	
	CERTAIN SHARES	
13	PERCENT OF CLASS	
	REPRESENTED BY	
	AMOUNT IN ROW (11)	
	3.79%	

14 TYPE OF REPORTING  
PERSON

OO

1 NAME OF REPORTING  
PERSON

Christopher S. Kiper

2 CHECK THE  
APPROPRIATE  
BOX IF A MEMBER (a)  
OF A GROUP  
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF  
DISCLOSURE OF  
LEGAL  
PROCEEDINGS IS  
REQUIRED  
PURSUANT TO  
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

USA

NUMBER OF  
SHARES  
BENEFICIALLY

7

SOLE VOTING  
POWER

- 0 -

OWNED BY

8

SHARED  
VOTING  
POWER

EACH  
REPORTING

1,115,825

PERSON WITH

9

SOLE  
DISPOSITIVE  
POWER

- 0 -

10 SHARED  
DISPOSITIVE  
POWER

11 1,115,825  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

12 1,115,825  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 3.79%  
TYPE OF REPORTING  
PERSON

IN

1 NAME OF REPORTING  
PERSON

2 Raymond White  
CHECK THE  
APPROPRIATE  
BOX IF A MEMBER (a)  
OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
CHECK BOX IF  
DISCLOSURE OF  
LEGAL  
PROCEEDINGS IS  
REQUIRED

PURSUANT TO  
ITEM 2(d) OR 2(e)

6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		- 0 -
	8	SHARED VOTING POWER
		1,115,825
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		1,115,825
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,115,825	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	3.79%	
14	TYPE OF REPORTING PERSON	
	IN	

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The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned (the "Amendment No. 2"). This Amendment No. 2 amends and restates the Schedule 13D as specifically set forth herein.

Item 3.

Source and Amount of Funds or Other Consideration

Item 3 is hereby amended and restated in its entirety as follows:

The Shares purchased by each of Legion Partners I, Legion Partners II, Legion Partners Special X, and Legion Partners Holdings were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted in Schedule A, which is incorporated herein by reference.

The aggregate purchase price of the 1,019,566 Shares owned directly by Legion Partners I is approximately \$31,904,922, including brokerage commissions. The aggregate purchase price of the 58,136 Shares owned directly by Legion Partners II is approximately \$1,849,112, including brokerage commissions. The aggregate purchase price of the 38,023 Shares owned directly by Legion Partners Special X is approximately \$1,368,290, including brokerage commissions. The aggregate purchase price of the 100 Shares owned directly by Legion Partners Holdings is approximately \$4,037, including brokerage commissions.

Item 5.

Interest in Securities of the Issuer.

Items 5(a)-(c) are hereby amended and restated in their entirety as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 29,418,118 Shares outstanding as of October 24, 2018, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 1, 2018.

A.

Legion Partners I

(a) As of the close of business on December 19, 2018, Legion Partners I beneficially owned 1,019,566 Shares. Percentage: Approximately 3.47%

(b)

1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 1,019,566
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 1,019,566

(c) The transactions in the Shares by Legion Partners I since the filing of Amendment 1 are set forth in Schedule A and are incorporated herein by reference.

B.

Legion Partners II

(a) As of the close of business on December 19, 2018, Legion Partners II beneficially owned 58,136 Shares. Percentage: Less than 1%

(b)

1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 58,136

3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 58,136

(c) The transactions in the Shares by Legion Partners II since the filing of Amendment 1 are set forth in Schedule A and are incorporated herein by reference.

C.

Legion Partners Special X

(a) As of the close of business on December 19, 2018, Legion Partners Special X beneficially owned 38,023 Shares. Percentage: Less than 1%

(b)

1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 38,023
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 38,023

(c) The transactions in Shares by Legion Partners Special X since the filing of Amendment 1 are set forth in Schedule A and are incorporated herein by reference.

D.

Legion Partners, LLC

As the general partner of each of Legion Partners I and Legion Partners II and Legion Partners Special X, Legion Partners, LLC may be deemed the beneficial owner of the (i) 1,019,566 Shares owned by Legion Partners I, (ii) 58,136 Shares owned by Legion Partners II, and (iii) 38,023 Shares owned by Legion Partners Special X. Percentage: Approximately 3.79%

(b)

1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 1,115,725
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 1,115,725

Legion Partners, LLC has not entered into any transactions in the Shares since the filing of Amendment 1. The (c) transactions in the Shares on behalf of Legion Partners I, Legion Partners II, and Legion Partners Special X since the filing of Amendment 1 are set forth in Schedule A and are incorporated herein by reference.

D.

Legion Partners Asset Management

Legion Partners Asset Management, as the investment advisor of each of Legion Partners I, Legion Partners II and Legion Partners Special X, may be deemed the beneficial owner of the (i) 1,019,566 Shares owned by Legion Partners I, (ii) 58,136 Shares owned by Legion Partners II, and (iii) 38,023 Shares owned by Legion Partners Special X. Percentage: Approximately 3.79%

(b)

1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 1,115,725
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 1,115,725

Legion Partners Asset Management has not entered into any transactions in the Shares since the filing of Amendment 1. The transactions in the Shares on behalf of Legion Partners I, Legion Partners II, and Legion Partners Special X since the filing of Amendment 1 are set forth in Schedule A and are incorporated herein by reference.

E.

Legion Partners Holdings

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As of the close of business on December 19, 2018, Legion Partners Holdings directly owned 100 Shares. Legion Partners Holdings, as the sole member of Legion Partners Asset Management and sole member of Legion Partners, (a) LLC, may be deemed the beneficial owner of the (i) 1,019,566 Shares owned by Legion Partners I, (ii) 58,136 Shares owned by Legion Partners II, and (iii) 38,023 Shares owned by Legion Partners Special X. Percentage: Approximately 3.79%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 1,115,825
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 1,115,825

Legion Partners Holdings has not entered into any transactions in the Shares since the filing of Amendment 1. The (c) transactions in the Shares on behalf of Legion Partners I, Legion Partners II, and Legion Partners Special X since the filing of Amendment 1 are set forth in Schedule A and are incorporated herein by reference.

F. Messrs. Kiper and White

Each of Messrs. Kiper and White, as a managing director of Legion Partners Asset Management and a managing member of Legion Partners Holdings, may be deemed the beneficial owner of the (i) 1,019,566 Shares owned by (a) Legion Partners I, (ii) 58,136 Shares owned by Legion Partners II, (iii) 38,023 Shares owned by Legion Partners Special X, and (iv) 100 Shares owned by Legion Partners Holdings. Percentage: Approximately 3.79%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 1,115,825
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 1,115,825

None of Messrs. Kiper and White has entered into any transactions in the Shares since the filing of Amendment 1. (c) The transactions in the Shares on behalf of Legion Partners I, Legion Partners II, and Legion Partners Special X since the filing of Amendment 1 are set forth in Schedule A and are incorporated herein by reference. As of December 18, 2018, the Reporting Persons ceased to be the beneficial owners of more than five percent of the Shares of the Issuer.

The filing of this Schedule 13D shall not be construed as an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any of the securities reported herein. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that are not directly owned by such Reporting Person, except to the extent of their pecuniary interest therein.

Item 7.

Material to be Filed as Exhibits

Item 7 is hereby amended and restated in its entirety:

Cooperation Agreement, dated December 19, 2018 by and among Legion Partners I, Legion Partners II, Legion 99.1 Partners Special X, Legion Partners, LLC, Legion Partners Asset Management, Legion Partners Holdings, and Messrs. Kiper and White.

SIGNATURES



After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 19, 2018

Legion Partners, L.P. I

By: Legion Partners Asset  
Management, LLC  
Investment Advisor

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Director

Legion Partners, L.P. II

By: Legion Partners Asset  
Management, LLC  
Investment Advisor

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Director

Legion Partners Special  
Opportunities, L.P. X

By: Legion Partners Asset  
Management, LLC  
Investment Advisor

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Director

Legion Partners, LLC

By: Legion Partners Holdings,  
LLC  
Managing Member

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Member

Legion Partners Asset  
Management, LLC

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Director

Legion Partners Holdings, LLC

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Member

/s/ Christopher S. Kiper  
Christopher S. Kiper

/s/ Raymond White  
Raymond White

## SCHEDULE A

Transaction in the Shares Since Amendment 1

<u>Nature of Transaction</u>	<u>Date of Purchase/Sale</u>	<u>Securities Purchased/Sold</u>	<u>Price (\$)</u>
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### Legion Partners, L.P. I

Sale of Common Stock	12/18/2018	182,763	43.9006
Sale of Common Stock	12/18/2018	91,382	43.9616
Sale of Common Stock	12/19/2018	91,381	43.9219
Sale of Common Stock	12/19/2018	40,796	43.8754

### Legion Partners, L.P. II

Purchase of Common Stock	10/29/2018	12,150	32.5486
Purchase of Common Stock	10/30/2018	1,700	32.8187
Sale of Common Stock	12/18/2018	10,421	43.9006
Sale of Common Stock	12/18/2018	5,211	43.9616
Sale of Common Stock	12/19/2018	5,211	43.9219
Sale of Common Stock	12/19/2018	2,326	43.8754

Legion Partners Special Opportunities, L.P. X

Sale of Common Stock 12/18/2018-6,81643.9006

Sale of Common Stock 12/18/2018-3,40743.9616

Sale of Common Stock 12/19/2018-3,40843.9219

Sale of Common Stock 12/19/2018-1,52143.8754