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Health Fitness Corp /MN/
 Form S-8
 August 23, 2006

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

41-1580506
 (I.R.S. Employer
 Identification Number)

3500 West 80th Street, #130
 Bloomington, Minnesota 55431
 (Address of Principal Executive Office and Zip Code)

1995 EMPLOYEE STOCK PURCHASE PLAN
 (Full Title of the Plan)

Jerry V. Noyce
 Health Fitness Corporation
 3500 West 80th Street
 Bloomington, Minnesota 55431
 (952) 831-6830
 (Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Copies to:
 John A. Satorius
 Fredrikson & Byron, P.A.
 200 South Sixth Street, Suite 4000
 Minneapolis, Minnesota 55402

CALCULATION OF REGISTRATION FEE

| TITLE OF SECURITIES TO BE REGISTERED | AMOUNT TO BE REGISTERED (1) | PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2) | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2) | AMOUNT REGISTERED |
|--|--------------------------------|---|--|----------------------|
| Options to Purchase Common Stock under the 1995 Employee Stock Purchase Plan | Indefinite | \$0.00 | \$ 0.00 | \$ 0. |

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| | | | | |
|---|----------------|--------|-----------|-------|
| Common Stock issuable upon exercise of options granted under the 1995 Employee Stock Purchase Plan | 300,000 shares | \$1.63 | \$489,000 | \$52. |
| TOTAL: | | | | \$52. |

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- (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 plan described herein and any additional securities which may become issuable pursuant to anti-dilution provisions of the plan.
- (2) Estimated pursuant to Rule 457(h) solely for the purpose of calculating the registration fee and based upon the average of the bid and asked prices of the Registrant's Common Stock on August 21, 2006.

The purpose of this Registration Statement is to register additional shares for issuance under the Registrant's 1995 Employee Stock Purchase Plan. The contents of the Registrant's Registration Statements on Form S-8, Reg. No. 333-00876, Reg. No. 333-32424, Reg. No. 333-67632 and Reg. No. 333-101049, are incorporated herein by reference.

SIGNATURES

The Registrant. 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 17th day of August, 2006.

HEALTH FITNESS CORPORATION
(the "Registrant")

By /s/ Jerry V. Noyce

Jerry V. Noyce
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.

(Power of Attorney)

Each of the undersigned constitutes and appoints Jerry V. Noyce and Wesley W. Winnekins his true and lawful attorney-in-fact and agent, each acting alone, with full powers of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Form S-8 Registration Statement of Health Fitness Corporation relating to the Company's 1995 Employee Stock Purchase Plan and any or all amendments or post-effective amendments to the Form S-8 Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to

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all intents and purposes as the undersigned might or could do in person, hereby

ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

| Signature ----- | Title ----- | Date ----- |
|---|---|-----------------|
| /s/ Jerry V. Noyce ----- Jerry V. Noyce | President and Chief Executive Officer and Director (principal executive officer) and Director | August 17, 2006 |
| /s/ Wesley W. Winnekins ----- Wesley W. Winnekins | Chief Financial Officer and Treasurer (principal financial and accounting officer) | August 17, 2006 |
| /s/ James A. Bernardts ----- James A. Bernardts | Director | August 17, 2006 |
| /s/ K. James Ehlen ----- K. James Ehlen, M.D. | Director | August 17, 2006 |
| /s/ Robert J. Marzec ----- Robert J. Marzec | Director | August 17, 2006 |
| /s/ John C. Penn ----- John C. Penn | Director | August 17, 2006 |
| /s/ Mark W. Sheffert ----- Mark W. Sheffert | Chairman of the Board | August 17, 2006 |
| /s/ Linda Hall Whitman ----- Linda Hall Whitman | Director | August 17, 2006 |
| /s/ Rodney A. Young ----- Rodney A. Young | Director | August 17, 2006 |

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Washington, D.C. 20549

HEALTH FITNESS CORPORATION

Form S-8 Registration Statement

EXHIBIT INDEX

| Exhibit Number | Exhibit Description |
|-------------------|---|
| ----- | ----- |
| 5.1 | Opinion and Consent of counsel re securities under the Plan |
| 23.1 | Consent of counsel (See Exhibit 5.1) |
| 23.2 | Consent of Independent Registered Public Accounting Firm |
| 24.1 | Power of attorney (See Signature Page) |

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