

NUTRI SYSTEM INC /DE/  
Form S-8 POS  
March 15, 2019

**As filed with the Securities and Exchange Commission on March 15, 2019**

**Registration Statement File No. 333-184460**

**Registration Statement File No. 333-218920**

**Registration Statement File No. 333-181740**

**Registration Statement File No. 333-150893**

**Registration Statement File No. 333-134215**

**Registration Statement File No. 333-119009**

**Registration Statement File No. 333-44908**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8**

**REGISTRATION STATEMENT NO. 333-184460**

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**REGISTRATION STATEMENT NO. 333-181740**

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**REGISTRATION STATEMENT NO. 333-150893**

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**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8**  
**REGISTRATION STATEMENT NO. 333-134215**  
**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8**  
**REGISTRATION STATEMENT NO. 333-119009**  
**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8**  
**REGISTRATION STATEMENT NO. 333-44908**

*UNDER*  
*THE SECURITIES ACT OF 1933*

**NUTRISYSTEM, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**23-3012204**  
**(I.R.S. Employer**  
**Identification No.)**

**c/o Tivity Health, Inc.**

**701 Cool Springs Boulevard**

**Franklin, Tennessee**  
**(Address of Principal Executive Office)**

**37067**  
**(Zip Code)**

**Second Amended and Restated Nutrisystem, Inc. 2008 Long-Term Incentive Plan**

**Amended and Restated Nutrisystem, Inc. 2008 Long-Term Incentive Plan**

**Nutrisystem, Inc. Non-Plan Based Restricted Stock Inducement Awards Agreements**

**Nutrisystem, Inc. 2008 Long-Term Incentive Plan**

**Amended and Restated Nutrisystem, Inc. 2000 Equity Incentive Plan for Employees**

**Amended and Restated Nutrisystem, Inc. 2000 Equity Incentive Plan for Outside Directors and Consultants**

**Nutrisystem.com Inc. 2000 Equity Incentive Plan for Employees**

**Nutrisystem.com Inc. 2000 Equity Incentive Plan for Outside Directors and Consultants**

**Nutrisystem.com Inc. 1999 Equity Incentive Plan**

**(Full title of the plan)**

**Ryan Wagers**

**Treasurer**

**Nutrisystem, Inc.**

**701 Cool Springs Boulevard**

**Franklin, Tennessee 37067**

**Phone: (800) 869-5311**

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.



## DEREGISTRATION OF SECURITIES

Nutrisystem, Inc., a Delaware corporation (the Registrant ), is filing these post-effective amendments (these Post-Effective Amendments ) to the following Registration Statements on Form S-8 (each, a Registration Statement, and collectively, the Registration Statements ), which have been previously filed with the Securities and Exchange Commission (the SEC ), to deregister any and all plan interests and any and all shares of the Registrant's common stock, par value \$0.001 per share ( Common Stock ), registered but unsold or otherwise unissued under the following Registration Statements as of the date hereof:

Registration Statement on Form S-8 (No. 333-218920), pertaining to the registration of 2,000,000 shares of Common Stock issuable under that certain Second Amended and Restated Nutrisystem, Inc. 2008 Long-Term Incentive Plan, which was filed with the SEC on June 23, 2017;

Registration Statement on Form S-8 (No. 333-184460), pertaining to the registration of 5,400,000 shares of Common Stock issuable under that certain Amended and Restated Nutrisystem, Inc. 2008 Long-Term Incentive Plan, which was filed with the SEC on October 17, 2012;

Registration Statement on Form S-8 (No. 333-181740), pertaining to the registration of 87,455 shares of Common Stock issuable under that certain Nutrisystem, Inc. Non-Plan Based Restricted Stock Inducement Awards Agreements, which was filed with the SEC on May 29, 2012;

Registration Statement on Form S-8 (No. 333-150893), pertaining to the registration of 2,700,000 shares of Common Stock issuable under that certain Nutrisystem, Inc. 2008 Long-Term Incentive Plan, which was filed with the SEC on May 13, 2008;

Registration Statement on Form S-8 (No. 333-134215), pertaining to the registration of 500,000 shares of Common Stock issuable under that certain Nutrisystem, Inc. 2000 Equity Incentive Plan for Employees, which was filed with the SEC on May 17, 2006;

Registration Statement on Form S-8 (No. 333-119009), pertaining to the registration of 500,000 shares of Common Stock issuable under that certain Amended and Restated Nutrisystem, Inc. 2000 Equity Incentive Plan for Outside Directors and Consultants and 1,000,000 shares of Common Stock issuable under that certain Amended and Restated Nutrisystem, Inc. 2000 Equity Incentive Plan for Employees, which was filed with the SEC on September 15, 2004; and

Registration Statement on Form S-8 (No. 333-44908), pertaining to the registration of 1,000,000 shares of Common Stock issuable under that certain Nutrisystem.com Inc. 1999 Equity Incentive Plan, 4,100,000 shares of Common Stock issuable under that certain Nutrisystem.com Inc. 2000 Equity Incentive Plan and 500,000 shares of Common Stock issuable under that certain Nutrisystem.com Inc. 2000 Equity Incentive Plan for Outside Directors and Consultants, which was filed with the SEC on August 31, 2000.

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On March 8, 2019, pursuant to that certain Agreement and Plan of Merger, dated as of December 9, 2018, by and among Tivity Health, Inc., a Delaware corporation ( "Tivity Health" ), Sweet Acquisition, Inc., a Delaware corporation ( "Merger Sub" ), and the Registrant, Merger Sub merged with and into the Registrant (the "Merger" ), with the Registrant surviving the Merger as a direct, wholly owned subsidiary of Tivity Health.

As a result of the Merger, the Registrant has terminated all offerings of its securities pursuant to the Registration Statements. The Registrant, by filing these Post-Effective Amendments, hereby terminates the effectiveness of the Registration Statements and removes from registration any and all (i) shares of Common Stock and (ii) deferred compensation obligations registered but unsold or otherwise unissued under each of the above Registration Statements as of the date hereof. This filing is made in accordance with an undertaking made by the Registrant in Part II of certain of the Registration Statements to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance but remained unsold at the termination of the offering.

**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 these Post-Effective Amendments to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Franklin, State of Tennessee, on March 15, 2019.

**NUTRISYSTEM, INC.**

By: /s/ Ryan Wagers

Name: Ryan Wagers

Title: Treasurer

No other person is required to sign these Post-Effective Amendments to the Registration Statements in reliance upon Rule 478 of the Securities Act of 1933, as amended.