

Health Fitness Corp /MN/  
Form SC 14D9/A  
February 05, 2010

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE 14D-9**  
**(RULE 14d-101)**  
**SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION 14(d)(4)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**(Amendment No. 1)**

**HEALTH FITNESS CORPORATION**  
*(Name of Subject Company)*  
**HEALTH FITNESS CORPORATION**  
*(Name of Person Filing Statement)*  
**COMMON STOCK, \$0.01 PAR VALUE PER SHARE**  
*(Title of Class of Securities)*

**42217V201**  
*(CUSIP Number of Class of Securities)*

**Wesley W. Winnekins**  
**Chief Financial Officer and Treasurer**  
**1650 West 82<sup>nd</sup> Street, Bloomington, MN 55431**  
**(952) 831-6830**

*(Name, address and telephone number of person authorized to receive notices  
and communications on behalf of the person filing statement)*

***Copies to:***

**Fredrikson & Byron, P.A.**  
**200 South Sixth Street, Suite 4000**  
**Minneapolis, MN 55402**  
**(612) 492-7000**

**Attention: John A. Satorius, Esq.**  
**Alexander Rosenstein, Esq.**

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
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This Amendment No. 1 to the Solicitation/Recommendation Statement on Schedule 14D-9 (this Amendment) is filed by Health Fitness Corporation, a Minnesota Corporation (the Company). This Amendment amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 initially filed by the Company with the Securities and Exchange Commission on January 26, 2010 and relates to the offer by Trustco Minnesota, Inc., a Minnesota corporation (the Purchaser), which is a wholly owned subsidiary of Trustco Holdings, Inc., a Delaware corporation (Parent), which is an indirect wholly owned subsidiary of Trustmark Mutual Holding Company, an Illinois mutual insurance holding company (Trustmark), to purchase all of the outstanding shares of common stock of the Company, par value \$0.01 per share (the Shares), at a purchase price of \$8.78 per Share in cash, without interest and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated January 26, 2010 (together with any amendments and supplements thereto, the Offer to Purchase) and in the related Letter of Transmittal.

Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Offer to Purchase.

**Item 2. Identity and Background of Filing Person.**

Schedule I to the Offer to Purchase is hereby amended and supplemented by (i) adding the following text to the description of Philip Goss: Mr. Goss will become the Chief Financial Officer of Trustmark, Parent and the Purchaser as of April 1, 2010. and (ii) deleting the following text from the description of Paul T. Schuster: Mr. Schuster will become the Chief Financial Officer of Trustmark, Parent and the Purchaser as of April 1, 2010.

**Item 8. Additional Information.**

Item 8 of the Schedule 14D-9 is amended and supplemented by adding the following information after the first paragraph under the heading United States Antitrust Laws :

At 9:21 a.m., New York City time, on Friday, February 5, 2010, early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the HSR Act), applicable to the Offer and the Merger was granted by the Federal Trade Commission. Accordingly, the condition to the Offer relating to the expiration or termination of the HSR Act waiting period has been satisfied. On February 5, 2010, Trustmark and the Company issued a joint press release announcing the termination of the HSR Act waiting period, a copy of which is filed as Exhibit (a)(5)(C) hereto.

**Item 9. Exhibits.**

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following exhibit:

(a)(5)(C) Joint Press Release issued by Trustmark and Health Fitness Corporation on February 5, 2010.

**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 5, 2010

**HEALTH FITNESS CORPORATION**

By: /s/ Wesley W. Winnekins  
Name: Wesley W. Winnekins  
Title: Chief Financial Officer