

Edgar Filing: Health Fitness Corp /MN/ - Form 8-K

Health Fitness Corp /MN/  
Form 8-K  
June 14, 2005

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 7, 2005

Health Fitness Corporation  
(Exact name of Registrant as Specified in its Charter)

Minnesota  
(State or Other Jurisdiction of Incorporation)

0-25064  
(Commission File Number)

41-1580506  
(IRS Employer  
Identification No.)

3600 American Boulevard W., Suite 560  
Minneapolis, Minnesota 55431  
(Address of Principal Executive Offices and Zip Code)

(952) 831-6830  
(Registrant's telephone number, including area code)

Not Applicable  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On June 7, 2005, the shareholders of Health Fitness Corporation (the "Company") approved the 2005 Stock Option Plan ("Plan"), which provides for the issuance of up to 3,500,000 shares of common stock pursuant to incentive and non-qualified stock option grants. The term of the Plan is until December 15, 2014. A copy of the Plan and the form of agreements used under the Plan are attached hereto as exhibits and incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Financial statements: None.
- (b) Pro forma financial information: None.
- (c) Exhibits:
  - 10.1 2005 Stock Option Plan
  - 10.2 Form of Incentive Stock Option Agreement
  - 10.3 Form of Nonqualified Stock Option Agreement

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HEALTH FITNESS CORPORATION

By /s/ Wesley Winnekins

Date: June 13, 2005

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Wesley Winnekins  
Chief Financial Officer

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

HEALTH FITNESS CORPORATION  
EXHIBIT INDEX TO FORM 8-K

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HEALTH FITNESS CORPORATION  
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Exhibit Number Description

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