

NAUTILUS, INC.  
Form 8-K  
July 29, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant To Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report: July 25, 2005**

**(Date of earliest event reported)**

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**NAUTILUS, INC.**

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

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**Washington**  
**(State or other jurisdiction**  
  
**of incorporation)**

**000-25867**  
**(Commission File Number)**

**94-3002667**  
**(I.R.S. Employer**

**16400 SE Nautilus Drive**

**Identification No.)**

**Vancouver, Washington 98683**

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(Address of principal executive offices and zip code)

(360) 694-7722

(Registrant's telephone number, including area code)

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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 (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))
  - .. 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 July 25, 2005, the Compensation Committee of Nautilus, Inc. (the "Company") approved the form of agreement for the issuance of nonstatutory stock options under the Company's 2005 Long Term Incentive Plan approved by the Company's shareholders on June 6, 2005. A copy of the form of nonstatutory stock option agreement is attached hereto as Exhibit 10.

**Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

**(c) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
10	Nautilus, Inc., form of Nonstatutory Stock Option Agreement

**Signature**

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.

NAUTILUS, INC.  
(Registrant)

July 29, 2005

By: /s/ William D. Meadowcroft

(Date)

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William D. Meadowcroft, Chief Financial  
Officer, Secretary and Treasurer

**EXHIBIT INDEX**

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