TIVITY HEALTH, INC. Form DEFA14A April 13, 2017

**UNITED STATES** 

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**SCHEDULE 14A** 

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No. )

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

**Preliminary Proxy Statement** 

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

**Definitive Proxy Statement** 

**Definitive Additional Materials** 

Soliciting Material Pursuant to §240.14a-12

#### TIVITY HEALTH, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- Title of each class of securities to which transaction applies:
- Aggregate number of securities to which transaction applies:

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth

- (3) the amount on which the filing fee is calculated and state how it was determined):
- Proposed maximum aggregate value of transaction:
- Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

\*\*\* Exercise Your Right to Vote \*\*\*

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on May 25, 2017

**Meeting Information** 

Meeting Type: Annual Meeting For holders as of: March 31, 2017

TIVITY HEALTH,

Date: May 25, 2017 Time: 8:30 AM CDT

INC.

Location: Tivity Health, Inc.

Corporate Office

701 Cool Springs Boulevard Franklin, Tennessee 37067

You are receiving this communication because you hold shares in the above named company.

Tivity Health, Inc. C/O Computershare Investor Services P.O. Box 43078 Providence, RI 02940

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— Befo	re You	Vote —	
How to	Access	the Proxy	Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Annual Report 2. Notice & Proxy Statement

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

1) BY INTERNET: www.proxyvote.com 2) BY TELEPHONE: 1-800-579-1639

3) BY E-MAIL\*: sendmaterial@proxyvote.com

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 11, 2017 to facilitate timely delivery.

— How to Vote —			
Please Choose One of the	Following	Voting	Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

<sup>\*</sup> If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Voting Items

The Board of Directors recommends you vote FOR

the following:

1. Election of Directors The Board of Directors recommends you vote 1 YEAR on the

following proposal:

Nominees

1A Archelle Georgiou, M.D.

3 To consider and act upon a non-binding, advisory vote on the

frequency of future advisory votes to approve compensation of

the named executive officers.

1C Peter A. Hudson, M.D.

The Board of Directors recommends you vote FOR the

following proposal:

1D Bradley S. Karro 4 To ratify the appointment of PricewaterhouseCoopers LLP as

the Company's independent registered public accounting firm for

fiscal year ending December 31, 2017.

1F Conan J. Laughlin

1E Paul H. Keckley, Ph.D.

1B Robert J. Greczyn, Jr.

1G Lee A. Shapiro

1H Donato J. Tramuto NOTE: Such other business as may properly come before the

meeting or any adjournment thereof.

11 Kevin G. Wills

The Board of Directors recommends you vote FOR the following proposal:

2 To consider and act upon a non-binding, advisory vote to approve compensation of the named executive officers as disclosed in the Proxy Statement.