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Health Fitness Corp /MN/
Form 8-K/A
March 02, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

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

Date of Report (Date of earliest event reported): December 23, 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 West, 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))

The Registrant hereby amends Item 9 of its Current Report on Form 8-K dated December 23, 2005 as set forth below:

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial Statements of Business Acquired:

(i) Audited financial statements of HealthCalc.Net, Inc. as of

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December 31, 2004 and 2003, and for the year ended December 31, 2004, are set forth in Exhibit 99.2, which is incorporated into this Item 9.01 by reference:

Report of Independent Registered Public Accounting Firm..... F-1

Balance Sheets as of December 31, 2004 and 2003..... F-2

Statement of Operations for the year ended December 31, 2004... F-3

Statement of Stockholders' Equity (Deficit) for the year ended December 31, 2004..... F-4

Statement of Cash Flows for the year ended December 31, 2004..... F-5

Notes to Financial Statements..... F-6

(ii) Unaudited financial statements of HealthCalc.Net, Inc. as of September 30, 2005 and for the nine months ended September 30, 2005 and September 30, 2004 are set forth in Exhibit 99.3, which is incorporated into this Item 9.01 by reference:

Balance Sheets as of September 30, 2005 and December 31, 2004..... F-1

Statements of Operations for nine months ended September 30, 2005 and September 30, 2004..... F-2

Statements of Cash Flows for nine months ended September 30, 2005 and September 30, 2004..... F-3

Notes to Financial Statements..... F-4

(b) Pro forma financial information. Unaudited pro forma combined financial statements as of September 30, 2005 and for the nine month period ended September 30, 2005 and year ended December 31, 2004 are set forth in Exhibit 99.4, which is incorporated into this Item 9.01 by reference:

Introduction to Unaudited Pro Forma Combined Financial Statements..... F-1

Unaudited Pro Forma Combined Balance Sheet as of September 30, 2005..... F-2

Unaudited Pro Forma Combined Statement of Operations for the nine months ended September 30, 2005..... F-3

Unaudited Pro Forma Combined Statement of Operations for the year ended December 31, 2004..... F-4

Notes to Unaudited Pro Forma Combined Financial Statements..... F-5

(d) Exhibits:

See Exhibit Index on page following Signatures.

SIGNATURES

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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.

Date: March 2, 2006

HEALTH FITNESS CORPORATION

By /s/ Wesley Winnekins

Chief Financial Officer

EXHIBIT INDEX

Health Fitness Corporation
Form 8-K Current Report

Exhibit Number	Description
10.1*	Stock Purchase Agreement, dated December 23, 2005
10.2*	Escrow Agreement, dated December 23, 2005
10.3*	Shareholder Agreement, dated December 23, 2005
23.1	Consent of Weaver and Tidwell, L.L.P.
99.1*	Press release, dated December 27, 2005
99.2	Audited financial statements of HealthCalc.Net, Inc. as of December 31, 2004 and 2003, and for the year ended December 31, 2004.
99.3	Unaudited financial statements of HealthCalc.Net, Inc. as of September 30, 2005 and for the nine months ended September 30, 2005 and September 30, 2004
99.4	Unaudited pro forma combined financial statements as of and for the nine month period ended September 30, 2005, and for the year ended December 31, 2004

* Previously filed.