

Health Fitness Corp /MN/
Form 8-K
August 13, 2007

Table of Contents

**UNITED STATES
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): August 9, 2007

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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TABLE OF CONTENTS

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

5.02(d)

Item 8.01 Other Events.

Item 9.01 Financial Statements and Exhibits.

SIGNATURES

EXHIBIT INDEX

Press Release

Table of Contents

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

5.02(d)

On August 13, 2007, Health Fitness Corporation (the Company) announced that former U.S. Senator David F. Durenberger was appointed to its board of directors, effective on August 9, 2007. At this time, the board of directors has not determined board committee memberships for Senator Durenberger.

Senator Durenberger was not appointed to the Company s board of directors pursuant to any arrangement or understanding between them and any other person. Senator Durenberger has not been a party to, nor has he had a direct or indirect material interest in, any transaction with the Company during our current or preceding fiscal year, nor is there any currently proposed transaction. In connection with his service as a director, Senator Durenberger will participate in the Company s Board of Directors Compensation Plan. Accordingly, Senator Durenberger has received a fully vested grant of 20,000 shares of the Company s Common Stock. Senator Durenberger also received a fully vested, non-qualified stock option grant of 15,000 shares under our Amended and Restated 2005 Stock Option Plan, with an exercise price equal to \$2.90 per share, the fair market value of the Company s Common Stock on the grant date. The option has a term of six years, subject to earlier termination following Senator Durenberger s cessation of board service.

Item 8.01 Other Events.

On August 13, 2007, the Company issued a press release announcing the appointment of Senator Durenberger to its board of directors. The full text of the press release is set forth in Exhibit 99.1 attached hereto and is incorporated in this Report as if fully set forth herein.

Item 9.01 Financial Statements and Exhibits.

- (a) Financial statements: None.
 - (b) Pro forma financial information: None.
 - (c) Shell Company Transactions. None.
 - (d) Exhibits:
 - Exhibit 99.1 Press release dated August 13, 2007.
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Table of Contents

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.

Date: August 13, 2007

HEALTH FITNESS CORPORATION

By /s/ Wesley W. Winnekins

Wesley W. Winnekins

Chief Financial Officer

Table of Contents

EXHIBIT INDEX
Health Fitness Corporation
Form 8-K Current Report

| Exhibit Number | Description |
|----------------|--------------------------------------|
| 99.1 | Press release dated August 13, 2007. |