

HEALTHWAYS, INC  
Form 10-Q/A  
November 06, 2013

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q/A  
(Amendment No. 1)

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Quarterly Period Ended September 30, 2013

or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 000-19364

HEALTHWAYS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware 62-1117144  
(State or Other Jurisdiction of (I.R.S. Employer  
Incorporation or Organization) Identification No.)

701 Cool Springs Boulevard, Franklin, TN 37067  
(Address of Principal Executive Offices) (Zip Code)

615-614-4929  
(Registrant's Telephone Number, Including Area Code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of October 31, 2013, there were outstanding 35,060,079 shares of the registrant's common stock, par value \$.001 per share.

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Explanatory Note

Healthways, Inc. (the "Company") is filing this Amendment No. 1 (this "Amendment") to its Quarterly Report on Form 10-Q for the quarter ended September 30, 2013, filed with the Securities and Exchange Commission on November 5, 2013 (the "Original Filing"), for the sole purpose of furnishing the Interactive Data File as Exhibit 101 and updating the exhibit index. The Interactive Data File was inadvertently excluded from the Original Filing due to unanticipated technical difficulties associated with the Company's XBRL and EDGAR filing software.

Other than as described above, no changes have been made to the Original Filing. This Amendment speaks as of the date of the Original Filing, does not reflect subsequent events that may have occurred after the date of the Original Filing and does not modify or update in any way any disclosures made in the Original Filing.

Item 6. Exhibits

(a) Exhibits

- 3.1 Restated Certificate of Incorporation, as amended [incorporated by reference to Exhibit 3.1 to Form 10-Q of the Company's fiscal quarter ended February 29, 2008, File No. 000-19364]
- 3.2 Certificate of Amendment to Restated Certificate of Incorporation, as amended, dated as of October 10, 2013\*  
Investment Agreement, dated October 1, 2013, between the Company and CareFirst Holdings, LLC  
10.1 [incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated October 2, 2013, File No. 000-19364]+
- 10.2 Convertible Senior Subordinated Note, dated October 1, 2013, issued by the Company and CareFirst Holdings, LLC [incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K dated October 2, 2013, File No. 000-19364]
- 10.3 Form of Common Stock Purchase Warrant [incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K dated October 2, 2013, File No. 000-19364]
- 10.4 Registration Rights Agreement, dated October 1, 2013, between the Company and CareFirst Holdings, LLC [incorporated by reference to Exhibit 10.4 of the Company's Current Report on Form 8-K dated October 2, 2013, File No. 000-19364]
- 10.5 Third Amendment to Fifth Amended and Restated Revolving Credit and Term Loan Agreement and First Amendment to Second Amended and Restated Subsidiary Guarantee Agreement [incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated July 1, 2013, File No. 000-19364]
- 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended\*
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended\*
- 32 Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18

U.S.C 1350, as  
adopted pursuant  
to Section 906 of  
the  
Sarbanes-Oxley  
Act of 2002\*

101.INS XBRL  
Instance  
Document\*\*

101.SCH XBRL  
Taxonomy  
Extension  
Schema\*\*

101.CAL XBRL  
Taxonomy  
Extension  
Calculation  
Linkbase\*\*

101.DEF XBRL  
Taxonomy  
Extension  
Definition  
Linkbase\*\*

101.LAB XBRL  
Taxonomy  
Extension  
Label  
Linkbase\*\*

101.PRE XBRL  
Taxonomy  
Extension  
Presentation  
Linkbase\*\*

\* Previously filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 filed on November 5, 2013.

\*\* Furnished herewith.

+ Certain confidential portions of this exhibit were omitted by means of redacting a portion of the text. This exhibit has been filed separately with the Securities and Exchange Commission accompanied by a confidential treatment request pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

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.

Healthways, Inc.  
(Registrant)

Date November 6, 2013 By/s/ Alfred Lumsdaine  
Alfred Lumsdaine  
Chief Financial Officer  
(Principal Financial Officer)