

Health Fitness Corp /MN/  
Form POS AM  
May 01, 2008

As Filed With The Securities And Exchange Commission On May 1, 2008

Registration No. 333-131045

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**POST EFFECTIVE AMENDMENT NO. 4  
TO  
FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**HEALTH FITNESS CORPORATION**

(Exact name of registrant as specified in its charter)

**Minnesota**

(State or other jurisdiction of  
incorporation or organization)

**8090**

(Primary standard industrial  
classification code number)

**41-1580506**

(I.R.S. employer  
identification number)

**1650 West 82<sup>nd</sup> Street  
Bloomington, MN 55431  
(952) 831-6830**

(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

**Gregg O. Lehman, Ph.D.  
Chief Executive Officer and President  
Health Fitness Corporation  
1650 West 82<sup>nd</sup> Street  
Bloomington, MN 55431  
(952) 831-6830  
(952) 897-5173 (Fax)**

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

Copy To:

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200 South Sixth Street, Suite 4000  
Minneapolis, MN 55402  
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If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

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If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

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**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 4 to the Registration Statement on Form S-1 (File No. 333-131045) (as amended, the Registration Statement ) is being filed to deregister all securities that were registered but not sold under the Registration Statement. The Registration Statement registered a total of 6,681,000 shares of our common stock (the Shares ), as follows: 5,100,000 shares of common stock issued on March 10, 2006 upon conversion of 1,000 shares of Series B Convertible Preferred Stock ( Series B Stock ) we issued on November 14, 2005 in a private placement to a limited number of accredited investors; up to 1,530,000 shares of common stock, equal to 30% of the number of shares of common stock issuable upon conversion of the Series B Stock, we may be required to issue from time to time upon exercise, for cash, of warrants we issued on November 14, 2005 to the original purchasers of the Series B Stock; and up to 51,000 shares of common stock we may be required to issue from time to time upon exercise of warrants we issued on November 14, 2005 to the placement agents (or their affiliates) for the Series B Stock. None of these warrants has been exercised to date. In connection with the original issuance of the Series B Stock, on November 14, 2005 we entered into a Registration Rights Agreement with the initial purchasers of the Series B Stock. Our contractual obligation to maintain the effectiveness of the Registration Statement under the Registration Rights Agreement has expired, and, therefore, we are terminating this offering. Holders of Shares may continue to sell the Shares without volume limitations as may be permitted by Rule 144 under the Securities Act of 1933, as amended.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 4 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bloomington, State of Minnesota, on May 1, 2008.

HEALTH FITNESS CORPORATION

By: /s/ Gregg O. Lehman, Ph.D.  
 Gregg O. Lehman, Ph.D.  
 Chief Executive Officer

In accordance with the requirement of the Securities Act of 1933, this Post-Effective Amendment No. 4 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signatures	Title	Date
/s/ Gregg O. Lehman, Ph.D. Gregg O. Lehman, Ph.D.	Chief Executive Officer, President (principal executive officer) and Director	May 1, 2008
/s/ Wesley W. Winnekins Wesley W. Winnekins	Chief Financial Officer (principal financial and accounting officer)	May 1, 2008
/s/ Mark W. Sheffert* Mark W. Sheffert	Chairman	May 1, 2008
/s/ Jerry V. Noyce* Jerry V. Noyce	Director	May 1, 2008
/s/ K. James Ehlen, M.D.* K. James Ehlen, M.D.	Director	May 1, 2008
/s/ Robert J. Marzec* Robert J. Marzec	Director	May 1, 2008
/s/ John C. Penn* John C. Penn	Director	May 1, 2008
/s/ Linda Hall Whitman, Ph.D.* Linda Hall Whitman, Ph.D.	Director	May 1, 2008
/s/ Rodney A. Young* Rodney A. Young	Director	May 1, 2008

Rodney A. Young

Director

Curtis M. Selquist

Director

David M. Durenburger

\*By: /s/ Wesley W. Winnekins

Wesley W. Winnekins  
Attorney-in-Fact pursuant to  
Powers of Attorney previously filed  
Date: May 1, 2008