Health Fitness Corp /MN/
Form 424B3
November 15, 2007

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-131045

PROSPECTUS SUPPLEMENT NO. 9
(To Prospectus dated April 19, 2007)

HEALTH FITNESS CORPORATION
6,681,000 Shares of Common Stock

This Prospectus Supplement No. 9 should be read in conjunction with the Prospectus dated April 19, 2007 (as previously supplemented by the prospectus supplements dated May 15, 2007, May 21, 2007, May 22, 2007, June 5, 2007, August 13, 2007, August 14, 2007, September 5, 2007 and November 14, 2007, collectively, the Prospectus) relating to the offer and sale from time to time by the selling shareholders identified in the Prospectus of up to 6,681,000 shares of the common stock of Health Fitness Corporation. We will not receive any of the proceeds from the sale of the common stock covered by the Prospectus.

On November 15, 2007, we filed with the U.S. Securities and Exchange Commission the attached Form 8-K with respect to the restatement of our financial statements.

The information contained herein, including the information attached hereto, supplements and supersedes, in part, the information contained in the Prospectus. This Prospectus Supplement No. 9 should be read in conjunction with the Prospectus, and is qualified by reference to the Prospectus except to the extent that the information in this Prospectus Supplement No. 9 supersedes the information contained in the Prospectus.

Investing in our common stock is speculative and involves risk. You should read the section entitled Risk Factors beginning on page 10 of our annual report on Form 10-K for the fiscal year ended December 31, 2006, which is incorporated by reference in the Prospectus, for a discussion of certain risk factors you should consider before investing in our common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this Prospectus Supplement No. 9. Any representation to the contrary is a criminal offense.

The date of this Prospectus Supplement No. 9 is November 15, 2007.

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): November 12, 2007

Health Fitness Corporation
(Exact name of Registrant as Specified in its Charter)

Minnesota
(State or Other Jurisdiction of Incorporation)

0-25064	41-1580506
(Commission File Number)	(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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On November 15, 2007, Health Fitness Corporation (the Company) issued a press release announcing its intention to restate its financial statements for the periods discussed below in Item 4.02. A copy of this press release is furnished and attached hereto as Exhibit 99.1 and is incorporated by reference herein.

ITEM 4.02 NON-RELIANCE ON PREVIOUSLY ISSUED FINANCIAL STATEMENTS OR A RELATED AUDIT REPORT OR COMPLETED INTERIM REVIEW.

On November 12, 2007, subsequent to the Company s third quarter earnings release on November 5, 2007, management, after consultation with the Company s external auditors and Audit Committee, determined that a $1,576,454 deemed dividend to preferred shareholders should have been reflected in the Company s financial statements. This restatement results in a reduction of net earnings applicable to common shareholders in the consolidated statement of operations for the quarter ended March 31, 2006, with a corresponding increase being recorded to additional paid in capital in the consolidated balance sheet as of March 31, 2006. This restatement will result in no change to total net earnings or to total stockholders equity as of September 30, 2007, December 31, 2006 and March 31, 2006 and will not affect the Company s statements of operations for the three and nine months ended September 30, 2007 as previously reported.

Accordingly, the Company s financial statements contained in Form 10-K for the year ended December 31, 2006, and in all filings, reports and press releases relating thereto, and in the Company s earnings release on November 5, 2007, and in all filings and reports relating thereto, should no longer be relied upon and will be restated to properly reflect the foregoing deemed dividend.

The Company is delaying the filing of its Form 10-Q for the three months and nine months ended September 30, 2007, in order to complete this restatement process. The determination to restate these financial statements results from comments the Company received in a letter from the Securities and Exchange Commission (the SEC) following the SEC s routine review of the Company s Form 10-K for the year ended December 31, 2006. The Company is in the process of resolving other comments that were addressed in the SEC s letter.

The $1,576,454 deemed dividend to preferred shareholders was determined in accordance with Emerging Issues Task Force Number 98-5, Accounting for Convertible Securities with Beneficial Conversion Features or Contingently Adjustable Conversion Ratio. This deemed dividend is a one-time, non-cash adjustment related to the automatic conversion of the Company s Series B Preferred Stock to common stock on March 10, 2006.

The Audit Committee worked closely with management to review the restatement and the Company s policies and practices related to the restatement and has determined that, despite this restatement, the Company s internal controls over accounting and financial reporting are effective, and that the restatement does not relate to any misconduct of any executive officer.

Management and the Audit Committee of the Company s Board of Directors discussed these matters with the Company s independent registered public accounting firm, Grant Thornton LLP.

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 November 15, 2007.

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: November 15, 2007

HEALTH FITNESS CORPORATION

By: /s/ Wesley W. Winnekins
Wesley W. Winnekins
Chief Financial Officer

EXHIBIT INDEX
Health Fitness Corporation
Form 8-K Current Report

Exhibit Number	Description
99.1	Press release dated November 15, 2007.

EXHIBIT 99.1

FOR IMMEDIATE RELEASE

HEALTH FITNESS ANNOUNCES NON-CASH ADJUSTMENT AND RESTATEMENT OF 2006 EQUITY INVESTMENT TRANSACTION RESULTING IN DELAY FOR FILING THIRD QUARTER FORM 10-Q

Minneapolis, MN (November 15, 2007) Health Fitness Corporation today announced that its Audit Committee has determined, after consultation with Management and the Company s external auditors, that a deemed dividend of $1,576,454 to preferred shareholders should have been reflected in the Company s financial statements by recording a reduction to net earnings applicable to common shareholders in the consolidated statement of operations for the quarter ended March 31, 2006, with a corresponding increase being recorded to additional paid in capital in the consolidated balance sheet as of March 31, 2006. This deemed dividend is a one-time non-cash adjustment arising from the automatic conversion of the Company s Series B Preferred stock to common stock on March 10, 2006. This restatement will result in no change to total net earnings or to total stockholders equity and will not affect the Company s statements of operations for the three and nine months ended September 30, 2007 as previously reported. Accordingly, the Company s financial statements contained in Form 10-K for the year ended December 31, 2006, and in all filings, reports and press releases relating thereto, and in the Company s earnings release on November 5, 2007, and in all filings and reports relating thereto, should no longer be relied upon and will be restated to properly reflect the foregoing deemed dividend.

The Company also announced that it is delaying the filing of its Form 10-Q for the 3rd Quarter of 2007 in order to complete this restatement process. The determination to restate these financial statements results from comments the Company received in a letter from the Securities and Exchange Commission (the SEC) following the SEC s routine review of the Company s Form 10-K for the year ended December 31, 2006. The Company is in the process of resolving other comments that were addressed in the SEC s letter.

The Audit Committee has determined that, despite this restatement, the Company s internal controls over accounting and financial reporting are effective and that the restatement does not relate to any misconduct on the part of management.

About the Company

Health Fitness Corporation is a leading provider of integrated employee health solutions to Fortune 500 companies, the health care industry and individual consumers. Serving clients for more than 30 years, Health Fitness Corporation partners with employers to effectively manage their health care and productivity costs by improving individual health and well-being. Health Fitness Corporation serves more than 300 clients globally via on-site management and remotely via Web and telephonic services. Health Fitness Corporation provides a complete portfolio of health and fitness management solutions including a proprietary health risk assessment platform, screenings, EMPOWERED Health Coaching and delivery of health improvement programs. Health Fitness Corporation employs more than 3,000 health and fitness professionals in national and international locations who are committed to the company s mission of improving the health and well-being of the people we serve. For more information on Health Fitness Corporation, visit www.hfit.com.

CONTACTS:

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