

Health Fitness Corp /MN/
Form DEFR14A
May 01, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. 1)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Health Fitness Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Supplement to Proxy Statement

Health Fitness Corporation

1650 West 82nd Street

Bloomington, Minnesota 55431

This Amendment No. 1 supplements and amends the definitive proxy statement on Schedule 14A filed by Health Fitness Corporation (the Company) with the Securities and Exchange Commission on April 16, 2009 (the Proxy Statement).

The sole purpose of this Amendment No. 1 is to update the number of issued and outstanding shares of Common Stock on the record date for the Annual Meeting of Shareholders of the Company to be held on May 27, 2009, appearing in two places on page 2 of the Proxy Statement. After filing the Proxy Statement, it was discovered that the number of outstanding shares of Common Stock on the record date as reflected in the Proxy Statement inadvertently omitted certain shares of restricted Common Stock granted to executive officers of the Company. The correct information is as follows: On March 30, 2009, 10,033,350 shares of the Company's Common Stock were issued and outstanding. Other than this correction, there are no other changes to the information contained in the Proxy Statement. The information set forth in the table and the footnotes thereto in the section of the Proxy Statement titled

Principal Shareholders and Management Shareholdings was calculated based on 10,033,350 shares of Common Stock outstanding on March 30, 2009, and therefore remains accurate.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING

OF SHAREHOLDERS TO BE HELD ON MAY 27, 2009

The proxy statement (including this amendment) and the Annual Report on Form 10-K of Health Fitness Corporation are available at

<http://materials.proxyvote.com/42217V>