

Health Fitness Corp /MN/
Form SC 14D9/A
February 12, 2010

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14D-9

(RULE 14d-101)

**SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION 14(d)(4)
OF THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 2)

HEALTH FITNESS CORPORATION

(Name of Subject Company)

HEALTH FITNESS CORPORATION

(Name of Person Filing Statement)

COMMON STOCK, \$0.01 PAR VALUE PER SHARE

(Title of Class of Securities)

42217V201

(CUSIP Number of Class of Securities)

Wesley W. Winnekins

Chief Financial Officer and Treasurer

1650 West 82nd Street, Bloomington, MN 55431

(952) 831-6830

*(Name, address and telephone number of person authorized to receive notices
and communications on behalf of the person filing statement)*

Copies to:

Fredrikson & Byron, P.A.

200 South Sixth Street, Suite 4000

Minneapolis, MN 55402

(612) 492-7000

Attention: John A. Satorius, Esq.

Alexander Rosenstein, Esq.

o Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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Item 9. Exhibits.

SIGNATURES

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This Amendment No. 2 to the Solicitation/Recommendation Statement on Schedule 14D-9 (this Amendment) is filed by Health Fitness Corporation, a Minnesota Corporation (the Company). This Amendment amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 initially filed by the Company with the Securities and Exchange Commission (the Commission) on January 26, 2010, as amended by Amendment No. 1 to the Schedule 14D-9 filed by the Company with the Commission on February 5, 2010, and relates to the offer by Trustco Minnesota, Inc., a Minnesota corporation (the Purchaser), which is a wholly owned subsidiary of Trustco Holdings, Inc., a Delaware corporation (Parent), which is an indirect wholly owned subsidiary of Trustmark Mutual Holding Company, an Illinois mutual insurance holding company (Trustmark), to purchase all of the outstanding shares of common stock of the Company, par value \$0.01 per share (the Shares), at a purchase price of \$8.78 per Share in cash, without interest and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated January 26, 2010 (together with any amendments and supplements thereto, the Offer to Purchase) and in the related Letter of Transmittal.

Item 9. Exhibits.

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following exhibit:

(a)(5)(D) Press Release issued by the Company on February 12, 2010, incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K dated February 12, 2010.

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SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2010

HEALTH FITNESS CORPORATION

By: /s/ Wesley W. Winnekins

Name: Wesley W. Winnekins

Title: Chief Financial Officer