

LIFE TIME FITNESS, INC.
Form S-8 POS
June 10, 2015

As filed with the Securities and Exchange Commission on June 10, 2015

Registration No. 333-173688

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

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Life Time Fitness, Inc.

(Exact name of issuer as specified in its charter)

Minnesota
(State or other jurisdiction of

41-1689746
(I.R.S. Employer

incorporation or organization)

Identification No.)

2902 Corporate Place

**Chanhassen, Minnesota
(Address of principal executive offices)**

**55317-4560
(Zip Code)**

Life Time Fitness, Inc. 2011 Long-Term Incentive Plan

(Full title of the plan)

Bahram Akradi

Chairman of the Board of Directors, President and Chief Executive Officer

Life Time Fitness, Inc.

2902 Corporate Place

Chanhassen, Minnesota 55317-4560

(952) 947-0000

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

Copies To:

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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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

DEREGISTRATION OF SECURITIES

In accordance with the undertaking of Life Time Fitness, Inc. (the Company) set forth in its Registration Statement on Form S-8 (File No. 333-173688) (the Registration Statement) relating to a total of 2,500,000 shares of Common Stock, par value \$0.02 per share, issuable under its 2011 Long-Term Incentive Plan (the 2011 Plan) filed with the Securities and Exchange Commission (the SEC) on April 22, 2011, the Company is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister any shares of Common Stock of the Company registered under the Registration Statement that have not been issued or sold. The 2011 Plan has been terminated. The Company is delisting its Common Stock from the New York Stock Exchange and deregistering its Common Stock under Section 12(b) of the Securities Exchange Act of 1934, as amended (the Exchange Act), through the filing of a Form 25 with the SEC on June 12, 2015 and a Form 15 thereafter. Because the Company will no longer be filing reports pursuant to the Exchange Act, the Company is deregistering the remaining shares of Common Stock that may be issued pursuant to the 2011 Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and Rule 478 thereunder, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chanhassen, State of Minnesota on June 10, 2015.

LIFE TIME FITNESS, INC.

By: /s/ James N. Spolar
James N. Spolar
Vice President, Senior Associate General
Counsel and Secretary

Note: No other person is required to sign this Post-Effective Amendment No. 1 to the Registration Statement in reliance on Rule 478 of the Securities Act of 1933.