

HEALTHWAYS, INC
Form 4
November 05, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Laughlin Conan

(Last) (First) (Middle)

C/O NORTH TIDE CAPITAL, LLC, 500 BOYLSTON STREET, SUITE 1860

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HEALTHWAYS, INC [HWAY]

3. Date of Earliest Transaction (Month/Day/Year)
11/03/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$0.001 Par Value (1) (2) | 11/03/2015 | | P | | 119,609 | A | \$ 11.3093 |
| | | | | | | | 3,644,609 |
| | | | | | | | I |
| | | | | | | | By North Tide Capital Master, LP (3) |
| Common Stock, \$0.001 Par Value (1) (2) | 11/03/2015 | | P | | 11,391 | A | \$ 11.3093 |
| | | | | | | | 336,391 |
| | | | | | | | I |
| | | | | | | | By Managed Accounts of North Tide Capital, |

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| | | | | | | | | |
|---|------------|---|---------|---|---------------|-----------|---|---|
| Common Stock, \$0.001 Par Value <u>(1)</u> <u>(2)</u> | 11/04/2015 | P | 137,596 | A | \$ 11.5822 | 3,782,205 | I | LLC <u>(4)</u> By North Tide Capital Master, LP <u>(3)</u> |
| Common Stock, \$0.001 Par Value <u>(1)</u> <u>(2)</u> | 11/04/2015 | P | 13,104 | A | \$ 11.5822 | 349,495 | I | By Managed Accounts of North Tide Capital, LLC <u>(4)</u> |
| Common Stock, \$0.001 Par Value <u>(1)</u> <u>(2)</u> | 11/04/2015 | P | 45,013 | A | \$ 11.56 | 3,827,218 | I | By North Tide Capital Master, LP <u>(3)</u> |
| Common Stock, \$0.001 Par Value <u>(1)</u> <u>(2)</u> | 11/04/2015 | P | 4,287 | A | \$ 11.56 | 353,782 | I | By Managed Accounts of North Tide Capital, LLC <u>(4)</u> |
| Common Stock, \$0.001 Par Value <u>(1)</u> <u>(2)</u> | 11/05/2015 | P | 4,679 | A | \$ 12.3382 | 3,831,897 | I | By North Tide Capital Master, LP <u>(3)</u> |
| Common Stock, \$0.001 Par Value <u>(1)</u> <u>(2)</u> | 11/05/2015 | P | 321 | A | \$ 12.3382 | 354,103 | I | By Managed Accounts of North Tide Capital, LLC <u>(4)</u> |
| Common Stock, \$0.001 Par Value <u>(1)</u> <u>(2)</u> | 11/05/2015 | P | 13,103 | A | \$ 12.1038 | 3,845,000 | I | By North Tide Capital Master, LP <u>(3)</u> |
| Common Stock, \$0.001 Par Value <u>(1)</u> <u>(2)</u> | 11/05/2015 | P | 897 | A | \$ 12.1038 | 355,000 | I | By Managed Accounts of North Tide |

Capital,
LLC ⁽⁴⁾

Common
Stock,
\$0.001
Par Value
(1) (2) 6,203 ⁽⁵⁾ D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Laughlin Conan C/O NORTH TIDE CAPITAL, LLC 500 BOYLSTON STREET, SUITE 1860 BOSTON, MA 02116 | X | X | | |
| NORTH TIDE CAPITAL, LLC 500 BOYLSTON STREET SUITE 1860 BOSTON, MA 02116 | | | X | |
| North Tide Capital Master, LP C/O NORTH TIDE CAPITAL, LLC 500 BOYLSTON STREET, SUITE 1860 | | | X | |

BOSTON, MA 02116

Signatures

| | |
|--|------------|
| By: /s/ Conan Laughlin | 11/05/2015 |
| __Signature of Reporting Person | Date |
| North Tide Capital, LLC; By: /s/ Conan Laughlin, Manager | 11/05/2015 |
| __Signature of Reporting Person | Date |
| North Tide Capital Master, LP; By: North Tide Capital GP, LLC, its General Partner; By: /s/ Conan Laughlin, Manager | 11/05/2015 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) This Form 4 is filed jointly by North Tide Capital Master, LP (the "Master Fund"), North Tide Capital, LLC ("North Tide") and Conan Laughlin (collectively, the "Reporting Persons"). Each Reporting Person is a member of a reporting group that owns in the aggregate more than 10% of the Issuer's outstanding shares of Common Stock. As such, each Reporting Person may be deemed to beneficially own more than 10% of the Issuer's outstanding shares of Common Stock.

Each Reporting Person disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.
 - (2) Shares of Common Stock beneficially owned by the Master Fund. North Tide, as the investment manager of the Master Fund, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by the Master Fund. Mr. Laughlin, as the Manager of North Tide, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by the Master Fund.
 - (3) Shares held in an account managed by North Tide. Mr. Laughlin, as the Manager of North Tide, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by North Tide.
 - (4) Reflects restricted stock units that vest 25% per year beginning on 5/19/2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.