

NAUTILUS, INC.  
Form 8-K  
September 29, 2010

**UNITED STATES**  
**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: September 23, 2010**

**(Date of earliest event reported)**

**NAUTILUS, INC.**

**(Exact name of registrant as specified in its charter)**

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**Washington**  
(State or other jurisdiction  
of incorporation)

**001-31321**  
(Commission

**94-3002667**  
(I.R.S. Employer

File Number)  
**16400 SE Nautilus Drive**

Identification No.)

**Vancouver, Washington 98683**

(Address of principal executive offices and zip code)

**(360) 859-2900**

(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing**

On September 23, 2010, Nautilus, Inc. (the Company) was notified by the New York Stock Exchange (the NYSE) that it had fallen below the NYSE's continued listing standards relating to minimum average global market capitalization and total stockholders' equity. The NYSE's continued listing standards require that either the Company's average global market capitalization be not less than \$50 million over a consecutive 30 trading-day period or the Company's total stockholders' equity be not less than \$50 million.

Under applicable NYSE procedures, the Company has 45 days from receipt of the notification to submit a plan to the NYSE to demonstrate its ability to achieve compliance with the continued listing standards within 18 months. The Company intends to submit such a plan. During this time, the Company's common stock will continue to be listed on the NYSE, subject to compliance with other NYSE continued listing requirements.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
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99.1	Press Release dated September 29, 2010
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**Signature**

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.

NAUTILUS, INC.

(Registrant)

September 29, 2010  
(Date)

By: /S/ KENNETH L. FISH  
**Kenneth L. Fish,**  
**Chief Financial Officer**