

LIFE TIME FITNESS INC
Form 8-K/A
May 24, 2010

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

**FORM 8-K/A
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) April 22, 2010

Life Time Fitness, Inc.

(Exact name of Registrant as specified in its charter)

Minnesota

001-32230

41-1689746

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer
Identification No.)

**2902 Corporate Place
Chanhassen, Minnesota**

55317

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code **(952) 947-0000**

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 under the Exchange Act (17 CFR 240.14a-12)
 - 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))
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Explanatory Note: This Form 8-K/A is filed to correct a certain share count reported in the Current Report on Form 8-K filed on April 26, 2010 as it relates to the election of directors. The correct share count does not change the outcome of the election of the directors. The entire text of Item 5.07, as corrected, is included below for convenience.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of Shareholders held on April 22, 2010, the shareholders voted on the following:

1. Proposal to elect a board of directors of eight directors, to serve until the next annual meeting of shareholders or until their successors have been duly elected and qualified. The following directors were elected based on the votes listed below:

| Nominee | For | Withheld | Broker Non-Vote |
|-----------------------|------------|-----------------|----------------------------|
| Bahram Akradi | 31,972,123 | 995,658 | 3,518,391 |
| Giles H. Bateman | 32,815,718 | 152,063 | 3,518,391 |
| Jack W. Eugster | 32,783,745 | 184,036 | 3,518,391 |
| Guy C. Jackson | 31,035,547 | 1,932,234 | 3,518,391 |
| John K. Lloyd | 32,815,835 | 151,946 | 3,518,391 |
| Martha A. Morfitt | 32,702,366 | 265,415 | 3,518,391 |
| John B. Richards | 32,815,885 | 151,896 | 3,518,391 |
| Joseph S. Vassalluzzo | 32,814,486 | 153,295 | 3,518,391 |

2. Proposal to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2010. The proposal passed on a vote of 35,325,138 in favor, 1,155,052 against, 5,982 abstentions and no broker non-votes.

As of the close of business on the record date for the meeting, which was February 26, 2010, there were 41,411,934 shares of common stock outstanding and entitled to vote at the meeting. Each share of common stock was entitled to one vote per share.

SIGNATURES

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, thereunto duly authorized.

LIFE TIME FITNESS, INC.

Date: May 24, 2010

By /s/ Eric J. Buss
Eric J. Buss
Executive Vice President, General
Counsel and Secretary