

HEALTHWAYS, INC  
Form 8-K  
October 05, 2006  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT

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

Date of report (Date of earliest event reported): October 5, 2006 (October 2, 2006)

**HEALTHWAYS, INC.**  
(Exact name of registrant as specified in its charter)

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

**000-19364**  
(Commission

File Number)

**62-1117144**  
(IRS Employer

Identification No.)

**3841 Green Hills Village Drive**

**Nashville, Tennessee**  
(Address of principal executive offices)

**37215**  
(Zip Code)

**(615) 665-1122**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

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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**Item 1.01. Entry into a Material Definitive Agreement.**

On October 2, 2006, upon recommendation of the Compensation Committee (the Committee ), the Company s Board of Directors approved fiscal 2007 base salaries for the Company s executive officers. Also, upon recommendation of the Committee, the Board of Directors approved short-term incentive bonuses, the Company s contribution to the Capital Accumulation Plan equal to 9.3% of each participant s base salary, performance cash, and share-based payments, including stock options and restricted stock units, all to be awarded for performance in fiscal 2006.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits:

Exhibit 10.1 Summary of Named Executive Officer Compensation

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**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 hereunto duly authorized.

**HEALTHWAYS, INC.**

By: /s/ Mary A. Chaput  
Mary A. Chaput  
Chief Financial Officer

Date: October 5, 2006

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**EXHIBIT INDEX**

Exhibit 10.1      Summary of Named Executive Officer Compensation