

TIVITY HEALTH, INC.
Form SC 13G/A
February 13, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

TIVITY HEALTH, Inc. (f/k/a Healthways, Inc.)
(Name of Issuer)

Common stock, par value \$.001 per share
(Title of Class of Securities)

88870R102
(CUSIP Number)

December 31, 2016
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP
88870R102
No.

- NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Senzar
Asset
Management,
LLC

- CHECK THE
APPROPRIATE
BOX IF A
2. MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a) ☐
(b) ☒

3. SEC USE
ONLY

- CITIZENSHIP
OR PLACE
4. OF
ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

- SOLE
5. VOTING
POWER

0

SHARED

6. VOTING
POWER

383,200

SOLE

7. DISPOSITIVE
POWER

0

SHARED

8. DISPOSITIVE
POWER

383,200

AGGREGATE
AMOUNT

9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

383,200

CHECK
BOX IF
THE
AGGREGATE
AMOUNT

10. IN ROW (9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

☐

PERCENT
OF CLASS
REPRESENTED

11. BY
AMOUNT
IN ROW (9)

1.0%

TYPE OF
REPORTING
PERSON

12. (SEE
INSTRUCTIONS)

OO, IA

CUSIP
88870R102
No.

- NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Senzar
Healthcare
Master GP,
Ltd.

- CHECK THE
APPROPRIATE
BOX IF A
2. MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a) ☐
(b) ☒

3. SEC USE
ONLY

- CITIZENSHIP
OR PLACE
4. OF
ORGANIZATION

Cayman
Islands

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

5. SOLE
VOTING

POWER

0

SHARED

6. VOTING
POWER

375,200

SOLE

7. DISPOSITIVE
POWER

0

SHARED

8. DISPOSITIVE
POWER

375,200

AGGREGATE
AMOUNT

9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

375,200

CHECK
BOX IF
THE
AGGREGATE
AMOUNT

10. IN ROW (9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

☐

PERCENT
OF CLASS
REPRESENTED

11. BY
AMOUNT
IN ROW (9)

1.0%

TYPE OF
REPORTING
PERSON

12. (SEE
INSTRUCTIONS)

CO

CUSIP
88870R102
No.

- NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Senzar
Healthcare
Master
Fund, LP

- CHECK THE
APPROPRIATE
BOX IF A
2. MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a) ☐
(b) ☒

3. SEC USE
ONLY

- CITIZENSHIP
OR PLACE
4. OF
ORGANIZATION

Cayman
Islands

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

5. SOLE
VOTING

POWER

0

SHARED

6. VOTING
POWER

375,200

SOLE

7. DISPOSITIVE
POWER

0

SHARED

8. DISPOSITIVE
POWER

375,200

AGGREGATE
AMOUNT

9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

375,200

CHECK
BOX IF
THE
AGGREGATE
AMOUNT

10. IN ROW (9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

☐

PERCENT
OF CLASS
REPRESENTED

11. BY
AMOUNT
IN ROW (9)

1.0%

TYPE OF
REPORTING
PERSON

12. (SEE
INSTRUCTIONS)

PN

CUSIP
88870R102
No.

NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Ajay Bhalla

CHECK THE
APPROPRIATE
BOX IF A
2. MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a) ☐
(b) ☒

3. SEC USE
ONLY

CITIZENSHIP
4. OR PLACE
OF
ORGANIZATION

Canada

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

SOLE
5. VOTING
POWER

0

- SHARED
6. VOTING
POWER
- 383,200
- SOLE
7. DISPOSITIVE
POWER
- 0
- SHARED
8. DISPOSITIVE
POWER
- 383,200
- AGGREGATE
AMOUNT
BENEFICIALLY
9. OWNED BY EACH
REPORTING
PERSON
- 383,200
- CHECK
BOX IF
THE
AGGREGATE
AMOUNT
10. IN ROW (9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)
- ☐
- PERCENT
OF CLASS
REPRESENTED
11. BY
AMOUNT
IN ROW (9)
- 1.0%
- 12.

TYPE OF
REPORTING
PERSON
(SEE
INSTRUCTIONS)

IN

CUSIP
88870R102
No.

NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

John R.
Yanuklis

CHECK THE
APPROPRIATE
BOX IF A
2. MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a) ☐
(b) ☒

3. SEC USE
ONLY

CITIZENSHIP
4. OR PLACE
OF
ORGANIZATION

United
States of
America

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

SOLE
5. VOTING
POWER

0

SHARED

6. VOTING
POWER

383,200

SOLE

7. DISPOSITIVE
POWER

0

SHARED

8. DISPOSITIVE
POWER

383,200

AGGREGATE
AMOUNT

9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

383,200

CHECK
BOX IF
THE
AGGREGATE
AMOUNT

10. IN ROW (9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

☐

PERCENT
OF CLASS
REPRESENTED

11. BY
AMOUNT
IN ROW (9)

1.0%

TYPE OF
REPORTING
PERSON

12. (SEE
INSTRUCTIONS)

IN

CUSIP No. 88870R102

Item 1. (a) Name of Issuer:

TIVITY HEALTH, Inc. (f/k/a Healthways, Inc.)

(b) Address of issuer's principal executive offices:

701 Cool Springs Boulevard
Franklin, Tennessee 37067

Item 2. (a) Name of person filing:

Senzar Asset Management, LLC
Senzar Healthcare Master GP, Ltd.
Senzar Healthcare Master Fund, LP
Ajay Bhalla
John R. Yanuklis

(b) Address or principal business office or, if none, residence:

Senzar Asset Management, LLC
400 Madison Avenue, Suite 14D
New York, New York 10017

Senzar Healthcare Master GP, Ltd.
Harneys Services (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

Senzar Healthcare Master Fund, LP
c/o Senzar Healthcare Master GP, Ltd.
c/o Harneys Services (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

Ajay Bhalla
John R. Yanuklis
c/o Senzar Asset Management, LLC
400 Madison Avenue, Suite 14D
New York, New York 10017

(c). Citizenship:

Senzar Asset
Management,
LLC –
Delaware
limited
liability
company
Senzar
Healthcare
Master GP,
Ltd. – Cayman
Islands
exempted
company
Senzar
Healthcare
Master Fund,
LP – Cayman
Islands
exempted
limited
partnership
Ajay Bhalla –
Canada
John R.
Yanuklis –
United States
of America

(d). Title of class of securities:

Common stock, par value \$.001 per share

(e). CUSIP No.:

88870R102

Item 3. If This Statement is filed pursuant to §§.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Senzar Asset Management, LLC – 383,200 shares
Senzar Healthcare Master GP, Ltd. - 375,200 shares
Senzar Healthcare Master Fund, LP – 375,200 shares
Ajay Bhalla – 383,200 shares
John R. Yanuklis – 383,200 shares

(b) Percent of class:

Senzar Asset Management, LLC – 1.0%
Senzar Healthcare Master GP, Ltd. – 1.0%
Senzar Healthcare Master Fund, LP – 1.0%
Ajay Bhalla – 1.0%
John R. Yanuklis – 1.0%

(c) Number of shares as to which Senzar Asset Management, LLC has:

- (i) Sole power to vote or to direct the vote 0 ,
- (ii) Shared power to vote or to direct the vote 383,200,
- (iii) Sole power to dispose or to direct the disposition of 0 ,
- (iv) Shared power to dispose or to direct the disposition of 383,200.

Number of shares as to which Senzar Healthcare Master GP, Ltd.
has:

- (i) Sole power to vote or to direct the vote 0 ,
- (ii) Shared power to vote or to direct the vote 375,200,
- (iii) Sole power to dispose or to direct the disposition of 0 ,
- (iv) Shared power to dispose or to direct the disposition of 375,200.

Number of shares as to which Senzar Healthcare Master Fund, LP
has:

- (i) Sole power to vote or to direct the vote 0 ,
 - (ii) Shared power to vote or to direct the vote 375,200,
 - (iii) Sole power to dispose or to direct the disposition of 0 ,
 - (iv) Shared power to dispose or to direct the disposition of 375,200.
-

Number of shares as to which Ajay Bhalla has:

- (i) Sole power to vote or to direct the vote 0 ,
- (ii) Shared power to vote or to direct the vote 383,200,
- (iii) Sole power to dispose or to direct the disposition of 0 ,
- (iv) Shared power to dispose or to direct the disposition of 383,200.

Number of shares as to which John R. Yanuklis has:

- (i) Sole power to vote or to direct the vote 0 ,
- (ii) Shared power to vote or to direct the vote 383,200,
- (iii) Sole power to dispose or to direct the disposition of 0 ,
- (iv) Shared power to dispose or to direct the disposition of 383,200.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

This final amendment reflects that each Reporting Person has ceased to be the beneficial owner of more than five percent of the common stock of the issuer.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

All of the securities reported in this Schedule 13G are owned by advisory clients of Senzar Asset Management, LLC, none of which directly own more than 5% of the outstanding shares.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2017 Senzar Asset Management, LLC

By: /s/ Ajay Bhalla
Name: Ajay Bhalla
Title: Managing Member

Senzar Healthcare Master GP, Ltd.

By: /s/ Ajay Bhalla
Name: Ajay Bhalla
Title: Director

Senzar Healthcare Master Fund, LP

By: Senzar Healthcare Master GP, Ltd.
Its general partner

By: /s/ Ajay Bhalla
Name: Ajay Bhalla
Title: Director

/s/ Ajay Bhalla
Ajay Bhalla

/s/ John R. Yanuklis
John R. Yanuklis

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See s.240.13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

Exhibit 1
Joint Filing Statement

Statement Pursuant to Rule 13d-1(k)(1)

The undersigned hereby consent and agree to file a joint statement on Schedule 13G under the Securities Exchange Act of 1934, as amended, with respect to the common stock, par value \$.001 per share, of TIVITY HEALTH, Inc. (f/k/a Healthways, Inc.) beneficially owned by them, together with any or all amendments thereto, when and if appropriate. The parties hereto further consent and agree to file this Statement pursuant to Rule 13d-1(k)(1)(iii) as an exhibit to Schedule 13G, thereby incorporating the same into such Schedule 13G.

Dated: February 13, 2017 Senzar Asset Management, LLC

By: /s/ Ajay Bhalla
Name: Ajay Bhalla
Title: Managing Member

Senzar Healthcare Master GP, Ltd.

By: /s/ Ajay Bhalla
Name: Ajay Bhalla
Title: Director

Senzar Healthcare Master Fund, LP

By: Senzar Healthcare Master GP, Ltd.
Its general partner

By: /s/ Ajay Bhalla
Name: Ajay Bhalla
Title: Director

/s/ Ajay Bhalla
Ajay Bhalla

/s/ John R. Yanuklis
John R. Yanuklis