

TIVITY HEALTH, INC.
Form SC 13G/A
February 22, 2019

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Amendment No. 1)

Under the Securities Exchange Act of 1934

Tivity Health, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

88870R102

(CUSIP Number)

February 12, 2019

(Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which the 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 No. 88870R102

Names of Reporting Persons

**I.R.S. Identification Nos. of
above persons (entities only)**

1. D. E. Shaw & Co., L.L.C.

13-3799946

Check the Appropriate Box if

2. **a Member of a Group (See
Instructions)**

(a)

(b)

SEC Use Only

- 3.

**Citizenship or Place of
Organization**

4. Delaware

**Number
of**

Shares

Beneficially **Sole Voting Power**

Owned **5.**
by

Each -0-

Reporting

**Person
With**

6. Shared Voting Power

2,053,851

Sole Dispositive Power

7.-0-

Shared Dispositive Power

8.2,053,851

**Aggregate Amount
Beneficially Owned by Each
Reporting Person**

9.
2,053,851

**Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
10. Instructions) []**

**Percent of Class Represented
by Amount in Row (9)**

11. 5.0%

**Type of Reporting Person (See
12. Instructions)**

OO

CUSIP No. 88870R102

Names of Reporting Persons

**I.R.S. Identification Nos. of
above persons (entities only)**

1. D. E. Shaw & Co., L.P.

13-3695715

Check the Appropriate Box if

2. **a Member of a Group (See
Instructions)**

(a)

(b)

SEC Use Only

- 3.

**Citizenship or Place of
Organization**

4. Delaware

**Number
of**

Shares

Beneficially **Sole Voting Power**

Owned^{5.}
by

Each -0-

Reporting

**Person
With**

6. Shared Voting Power

2,390,116

Sole Dispositive Power

7.-0-

Shared Dispositive Power

8.2,423,135

**Aggregate Amount
Beneficially Owned by Each
Reporting Person**

9.
2,423,135

**Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
10. Instructions) []**

**Percent of Class Represented
by Amount in Row (9)**

11. 5.9%

**Type of Reporting Person (See
12. Instructions)**

IA, PN

CUSIP No. 88870R102

Names of Reporting Persons

**I.R.S. Identification Nos. of
above persons (entities only)**

1.

David E. Shaw

**Check the Appropriate Box if
2. a Member of a Group (See
Instructions)**

(a)

(b)

SEC Use Only
3.

**Citizenship or Place of
Organization**

4. United States

**Number
of**

Shares

Beneficially **Sole Voting Power**

Owned 5.
by

Each -0-

Reporting

**Person
With**

6. Shared Voting Power

2,390,116

Sole Dispositive Power

7.-0-

Shared Dispositive Power

8.2,423,135

**Aggregate Amount
Beneficially Owned by Each
Reporting Person**

9.
2,423,135

**Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
10. Instructions) []**

**Percent of Class Represented
by Amount in Row (9)**

11. 5.9%

**Type of Reporting Person (See
12. Instructions)**

IN

Item 1.

(a) Name of Issuer

Tivity Health, Inc.

(b) Address of Issuer's Principal Executive Offices

701 Cool Springs Boulevard
Franklin, TN 37067

Item 2.

(a) Name of Person Filing

D. E. Shaw & Co., L.L.C.
D. E. Shaw & Co., L.P.
David E. Shaw

(b) Address of Principal Business Office or, if none, Residence

The business address for each reporting person is:
1166 Avenue of the Americas, 9th Floor
New York, NY 10036

(c) Citizenship

D. E. Shaw & Co., L.L.C. is a limited liability company organized under the laws of the state of Delaware.
D. E. Shaw & Co., L.P. is a limited partnership organized under the laws of the state of Delaware.
David E. Shaw is a citizen of the United States of America.

(d) Title of Class of Securities

Common Stock, \$0.001 par value

(e) CUSIP Number

88870R102

Item 3.

If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable

Item 4. Ownership

As of February 12, 2019:

(a) Amount beneficially owned:

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D. E. Shaw &
Co., L.L.C.: 2,053,851 shares

This is composed of (i) 1,284,336 shares in the name of D. E. Shaw Valence Portfolios, L.L.C., (ii) 768,862 shares in the name of D. E. Shaw Oculus Portfolios, L.L.C., and (iii) 653 shares in the name of D. E. Shaw Asymptote Portfolios, L.L.C.

D. E. Shaw &
Co., L.P.: 2,423,135 shares

This is composed of (i) 1,284,336 shares in the name of D. E. Shaw Valence Portfolios, L.L.C., (ii) 768,862 shares in the name of D. E. Shaw Oculus Portfolios, L.L.C., (iii) 653 shares in the name of D. E. Shaw Asymptote Portfolios, L.L.C., and (iv) 369,284 shares under the management of D. E. Shaw Investment Management, L.L.C.

David E.
Shaw: 2,423,135 shares

This is composed of (i) 1,284,336 shares in the name of D. E. Shaw Valence Portfolios, L.L.C., (ii) 768,862 shares in the name of D. E. Shaw Oculus Portfolios, L.L.C., (iii) 653 shares in the name of D. E. Shaw Asymptote Portfolios, L.L.C., and (iv) 369,284 shares under the management of D. E. Shaw Investment Management, L.L.C.

(b) Percent of class:

D. E. Shaw & Co., L.L.C.: 5.0%
D. E. Shaw & Co., L.P.: 5.9%
David E. Shaw: 5.9%

(c) Number of shares to which the person has:

(i) Sole power to vote or to direct the vote:

D. E. Shaw & Co., L.L.C.: -0- shares
D. E. Shaw & Co., L.P.: -0- shares
David E. Shaw: -0- shares

(ii) Shared power to vote or to direct the vote:

D. E. Shaw & Co., L.L.C.: 2,053,851 shares
D. E. Shaw & Co., L.P.: 2,390,116 shares
David E. Shaw: 2,390,116 shares

(iii) Sole power to dispose or to direct the disposition of:

D. E. Shaw & Co., L.L.C.: -0- shares
D. E. Shaw & Co., L.P.: -0- shares
David E. Shaw: -0- shares

(iv) Shared power to dispose or to direct the disposition of:

D. E. Shaw & Co., L.L.C.: 2,053,851 shares
D. E. Shaw & Co., L.P.: 2,423,135 shares
David E. Shaw: 2,423,135 shares

David E. Shaw does not own any shares directly. By virtue of David E. Shaw's position as President and sole shareholder of D. E. Shaw & Co., Inc., which is the general partner of D. E. Shaw & Co., L.P., which in turn is the investment adviser of D. E. Shaw Valence Portfolios, L.L.C. and D. E. Shaw Oculus Portfolios, L.L.C. and the managing member of D. E. Shaw Investment Management, L.L.C. and D. E. Shaw Adviser, L.L.C., which in turn is the investment adviser of D. E. Shaw Asymptote Portfolios, L.L.C., and by virtue of David E. Shaw's position as President and sole shareholder of D. E. Shaw & Co. II, Inc., which is the managing member of D. E. Shaw & Co., L.L.C., which in turn is the manager of D. E. Shaw Valence Portfolios, L.L.C. and D. E. Shaw Oculus Portfolios, L.L.C. and the managing member of D. E. Shaw Manager, L.L.C., which in turn is the manager of D. E. Shaw Asymptote Portfolios, L.L.C., David E. Shaw may be deemed to have the shared power to vote or direct the vote of 2,390,116 shares, and the shared power to dispose or direct the disposition of 2,423,135 shares, the 2,423,135 shares as described above constituting 5.9% of the outstanding shares and, therefore, David E. Shaw may be deemed to be the beneficial owner of such shares. David E. Shaw disclaims beneficial ownership of such 2,423,135 shares.

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

Not Applicable

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

Not Applicable

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

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

By signing below, each of D. E. Shaw & Co., L.L.C., D. E. Shaw & Co., L.P., and David E. Shaw certify that, to the best of such reporting person's 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 such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct. Powers of Attorney, dated March 1, 2017, granted by David E. Shaw in favor of Nathan Thomas, are attached hereto.

Dated: February 22, 2019

D. E. Shaw & Co.,
L.L.C.

By: /s/ Nathan Thomas
Nathan Thomas
Authorized Signatory

D. E. Shaw & Co., L.P.

By: /s/ Nathan Thomas
Nathan Thomas
Chief Compliance Officer

David E. Shaw

By: /s/ Nathan Thomas
Nathan Thomas
Attorney-in-Fact for David E. Shaw