

HEALTHWAYS, INC  
Form 8-K  
January 26, 2015

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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): January 26, 2015 (January 25, 2015)

HEALTHWAYS, INC.

(Exact name of registrant as specified in its charter)

|  |                             |  |
|--|-----------------------------|--|
| Delaware                                       | 000-19364                   | 62-1117144                                 |
| (State or other jurisdiction of incorporation) | (Commission<br>File Number) | (IRS<br>Employer<br>Identification<br>No.) |

701 Cool Springs Boulevard  
Franklin, Tennessee 37067  
(Address of principal executive offices) (Zip Code)

(615) 614-4929

(Registrant's telephone number, including area code)

(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:

- 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 8.01. Other Events.

On January 25, 2015, Healthways, Inc. (the "Company") issued a press release stating that its Board of Directors is exploring strategic alternatives. The Company announced that it has retained J.P. Morgan Securities LLC as its financial advisor to assist in its evaluation. The Company further stated that there can be no assurance that the process will result in any specific action and it does not intend to disclose further developments unless and until the Board approves a specific action or otherwise concludes the review of strategic alternatives.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Press release, dated January 25, 2015.

Exhibit 99.1

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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/ Alfred Lumsdaine  
Alfred Lumsdaine  
Chief Financial Officer

Date: January 26, 2015

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EXHIBIT INDEX

Exhibit 99.1 Press release, dated January 25, 2015

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