

LIFE TIME FITNESS INC

Form 8-K

August 29, 2007

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

**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) August 24, 2007

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.)

**6442 City West Parkway
Eden Prairie, Minnesota**

55344

(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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Item 1.01. Entry into a Material Definitive Agreement.

On August 24, 2007, Life Time Fitness, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Credit Suisse Securities (USA) LLC (the Underwriter), relating to the public offering, issuance and sale of 1,500,000 shares of the Company s common stock, plus up to an additional 175,000 shares for the underwriter s over-allotment option, which may be exercised within 30 days (the Offering). The public offering price of shares sold in the Offering is \$55.40 per share. The Offering is being made under a prospectus supplement and related prospectus filed with the Securities and Exchange Commission pursuant to the Company s shelf registration statement on Form S-3 (Registration No. 333-145641).

The Underwriting Agreement is filed as Exhibit 1.1 to this Form 8-K and is incorporated herein by reference. The description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit.

Item 9.01. Financial Statements and Exhibits.

The following Exhibit is being filed herewith:

- 1.1 Underwriting Agreement, dated as of August 24, 2007, between the Company and Credit Suisse Securities (USA) LLC.
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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, thereunto duly authorized.

LIFE TIME FITNESS, INC.

Date: August 29, 2007

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

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EXHIBIT INDEX

No.	Exhibit	Manner of Filing
1.1	Underwriting Agreement, dated as of August 24, 2007, between the Company and Credit Suisse Securities (USA) LLC.	Filed Electronically