

LIFE TIME FITNESS, INC.  
Form S-8 POS  
June 10, 2015

As filed with the Securities and Exchange Commission on June 10, 2015

Registration No. 333-135497

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

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**Life Time Fitness, Inc.**

**(Exact name of issuer as specified in its charter)**

**Minnesota**  
**(State or other jurisdiction of**

**41-1689746**  
**(I.R.S. Employer**

**incorporation or organization)**

**Identification No.)**

**2902 Corporate Place**

**Chanhassen, Minnesota**  
**(Address of principal executive offices)**

**55317-4560**  
**(Zip Code)**

**Life Time Fitness, Inc.**

**Employee Stock Purchase Plan**

**(Full title of the plan)**

**Bahram Akradi**

**Chairman of the Board of Directors, President and Chief Executive Officer**

**Life Time Fitness, Inc.**

**2902 Corporate Place**

**Chanhassen, Minnesota 55317-4560**

**(952) 947-0000**

**(Name, address, and telephone number of person authorized to receive notices and communications on behalf of the person(s) filing statement)**

*Copies To:*

**Michael A. Stanchfield**

**Jonathan L.H. Nygren**

**Faegre Baker Daniels, LLP**

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**90 South Seventh Street**

**Minneapolis, Minnesota 55402**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

**DEREGISTRATION OF SECURITIES**

In accordance with the undertaking of Life Time Fitness, Inc. (the Company ) set forth in its Registration Statement on Form S-8 (File No. 333-135497) (the Registration Statement ) relating to a total of 1,500,000 shares of Common Stock, par value \$0.02 per share, issuable under its Employee Stock Purchase Plan filed with the Securities and Exchange Commission (the SEC ) on June 30, 2006, the Company is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister any shares of Common Stock of the Company registered under the Registration Statement that have not been issued or sold. The Employee Stock Purchase Plan has been terminated. The Company is delisting its Common Stock from the New York Stock Exchange and deregistering its Common Stock under Section 12(b) of the Securities Exchange Act of 1934, as amended (the Exchange Act ), through the filing of a Form 25 with the SEC on June 12, 2015 and a Form 15 thereafter. Because the Company will no longer be filing reports pursuant to the Exchange Act, the Company is deregistering the remaining shares of Common Stock that may be issued pursuant to the Employee Stock Purchase Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933 and Rule 478 thereunder, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chanhassen, State of Minnesota on June 10, 2015.

**LIFE TIME FITNESS, INC.**

By: /s/ James N. Spolar  
James N. Spolar  
Vice President, Senior Associate General  
Counsel and Secretary

**Note: No other person is required to sign this Post-Effective Amendment No. 1 to the Registration Statement in reliance on Rule 478 of the Securities Act of 1933.**