

LIFE TIME FITNESS INC

Form 8-K

February 16, 2006

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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) February 16, 2006

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 2.02. **Results of Operations and Financial Condition.**

On February 16, 2006, Life Time Fitness, Inc. (the Company) reported its financial results for its fiscal quarter and full year ended December 31, 2005. See the Company s press release dated February 16, 2006, which is furnished as Exhibit 99 and incorporated by reference in this Current Report on Form 8-K.

In addition to the information in the press release under the heading Non-GAAP Financial Measures, the Company provides the following additional information about the Company s use of the non-GAAP financial measures presented in the press release.

EBITDA. The Company believes EBITDA is useful to an investor in evaluating the Company s operating performance and liquidity because:

it is a widely accepted financial indicator of a company s ability to service its debt and the Company is required to comply with certain covenants and borrowing limitations that are based on variations of EBITDA in certain of the Company s financing documents;

it is widely used to measure a company s operating performance without regard to items such as depreciation and amortization, which can vary depending upon accounting methods and the book value of assets, and to present a meaningful measure of corporate performance exclusive of the Company s capital structure and the method by which assets were acquired; and

it helps investors to more meaningfully evaluate and compare the results of the Company s operations from period to period by removing from the Company s operating results the impact of its capital structure, primarily interest expense from the Company s outstanding debt, and asset base, primarily depreciation and amortization of the Company s properties.

The Company s management uses EBITDA:

as a measurement of operating performance because it assists the Company in comparing its performance on a consistent basis, as it removes from the Company s operating results the impact of the Company s capital structure, which includes interest expense from the Company s outstanding debt, and the Company s asset base, which includes depreciation and amortization of the Company s properties;

in presentations to the members of the Company s board of directors to enable the board to have the same consistent measurement basis of operating performance used by management; and

as the basis for incentive bonuses paid to selected members of senior and center-level management.

Earnings Guidance Excluding the Impact of Estimated Share-Based Compensation Expense. The Company believes that presenting guidance for fiscal 2006 with respect to net income and diluted earnings per common share, excluding the impact of estimated share-based compensation expense, enables investors to compare expected results with results for prior periods that did not include share-based compensation expense. The Company s management uses these measures to monitor and compare operating results with expected operating performance.

Item 9.01. **Financial Statements and Exhibits.**

The following Exhibit is being furnished herewith:

99 Press Release dated February 16, 2006.

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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: February 16, 2006

By /s/ Michael R. Robinson

Michael R. Robinson
Executive Vice President and Chief Financial Officer

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| No. | Exhibit | Manner of Filing |
|-----|--|----------------------|
| 99 | Press Release dated February 16, 2006. | Filed Electronically |