

Health Fitness Corp /MN/
Form 5
November 29, 2006

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
NOYCE JERRY V

(Last) (First) (Middle)

3600 AMERICAN BLVD.
WEST, SUITE 560

(Street)

MINNEAPOLIS MN 55431

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Health Fitness Corp /MN/ [HFIT]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

6. Individual or Joint/Group Reporting (check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/15/2005	^	G5	2,000 D \$ 0	39,751 ⁽¹⁾	D	^

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Price of Underlying Security (Instr. 5)
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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
(A)	(D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOYCE JERRY V 3600 AMERICAN BLVD. WEST SUITE 560 MINNEAPOLIS 55431	X		President and CEO	

Signatures

/s/ Wesley W. Winnekins for Jerry V. Noyce pursuant to Power of Attorney previously filed 11/29/2006

**Signature of Reporting Person
 Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
Includes 7,486 shares, 2,806 shares and 1,773 shares acquired through the Employee Stock Purchase Plan for phases ending 12/31/03, (1) 6/30/05 and 12/31/05, respectively. These shares were not reflected in the total amount of securities beneficially owned by the reporting person on Forms 4 filed subsequent to such dates.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. R>2.1.1 Opinion of Bass, Berry & Sims PLC, incorporated by reference to Exhibit 2.1 to the Registration Statement on Form N-2 (File No. 333-225447), filed June 5, 2018.2.1.2 Opinion of Bass, Berry & Sims PLC, incorporated by reference to Exhibit 2.1.2 to Post-Effective Amendment No. 1 to the Registration Statement on Form N-2 (File No. 333-225447), filed August 20, 2018.2.1.3* Opinion of Bass, Berry & Sims PLC2.m Not applicable.2.n.1 Consent of Bass, Berry & Sims PLC (included in Exhibit 2.1.1).2.n.2 Consent of Bass, Berry & Sims PLC (included in Exhibit 2.1.2).2.n.3 Consent of Bass, Berry & Sims PLC (included in Exhibit 2.1.3).2.n.4 Consent of PricewaterhouseCoopers LLP, incorporated by reference to Exhibit 2.n.2 to the Registration Statement on Form N-2 (File No. 333-225447), filed June 5, 2018.2.n.5 Report of Independent Registered Public Accounting Firm, incorporated by reference to Exhibit 2.n.3 to the Registration Statement on Form N-2 (File No. 333-225447), filed June 5, 2018.2.n.6 Consent of Allen, Gibbs & Houlik, L.C., incorporated by reference to Exhibit 2.n.4 to the Registration Statement on Form N-2 (File No. 333-225447), filed June 5, 2018.2.o Not applicable.2.p Founder Stock Purchase Agreement between the Registrant and David Gladstone, incorporated by reference to Exhibit p to the Registration Statement on Form N-2 (File No. 333-123699), filed March 31, 2005.2.q Not applicable.2.r* Code of Ethics and Business Conduct2.s.1 Power of Attorney, incorporated by reference to the signature page of the Registration Statement on Form N-2 (File No. 333-225447), filed June 5, 2018.2.s.2 Computation of Ratio of Earnings to Combined Fixed Charges and Dividends on Mandatorily Redeemable Preferred Stock, incorporated by reference to Exhibit 2.s.2 to Post-Effective Amendment No. 1 to the Registration Statement on Form N-2 (File No. 333-225447), filed August 20, 2018.

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- 2.s.3 Financial Statements of Galaxy Tool Holding Corporation and Subsidiary as of and for the years ended December 31, 2017 and 2016 (unaudited), incorporated by reference to Exhibit 2.s.3 to the Registration Statement on Form N-2 (File No. 333-225447), filed June 5, 2018.
- 2.s.4 Financial Statements of Galaxy Tool Holding Corporation and Subsidiary as of and for the years ended December 31, 2016 and 2015, incorporated by reference to Exhibit 2.s.4 to the Registration Statement on Form N-2 (File No. 333-225447), filed June 5, 2018.
- 2.s.5 Form of Prospectus Supplement for Common Stock Offerings, incorporated by reference to Exhibit 2.s.9 to the Registration Statement on Form N-2 (File No. 333-225447), filed June 5, 2018.
- 2.s.6 Form of Prospectus Supplement for Preferred Stock Offering, incorporated by reference to Exhibit 2.s.10 to the Registration Statement on Form N-2 (File No. 333-225447), filed June 5, 2018.
- 2.s.7 Form of Prospectus Supplement for Rights Offering of Common Stock, incorporated by reference to Exhibit 2.s.11 to the Registration Statement on Form N-2 (File No. 333-225447), filed June 5, 2018.
- 2.s.8 Form of Prospectus Supplement for Rights Offering of Preferred Stock, incorporated by reference to Exhibit 2.s.12 to the Registration Statement on Form N-2 (File No. 333-225447), filed June 5, 2018.
- 2.s.9 Form of Prospectus Supplement for Notes, incorporated by reference to Exhibit 2.s.13 to the Registration Statement on Form N-2 (File No. 333-225447), filed June 5, 2018.
- 2.s.10 Form of Prospectus Supplement for Senior Notes, incorporated by reference to Exhibit 2.s.14 to the Registration Statement on Form N-2 (File No. 333-225447), filed June 5, 2018.
- 2.s.11 Form of Prospectus Supplement for Warrants for Common Stock, incorporated by reference to Exhibit 2.s.15 to the Registration Statement on Form N-2 (File No. 333-225447), filed June 5, 2018.
- 2.s.12 Form of Prospectus Supplement for Warrants for Preferred Stock, incorporated by reference to Exhibit 2.s.16 to the Registration Statement on Form N-2 (File No. 333-225447), filed June 5, 2018.

* Filed herewith