

LIFE TIME FITNESS, INC.  
Form 8-K  
February 20, 2014

**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 20, 2014**

**Life Time Fitness, Inc.**

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

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

**of incorporation)**

**001-32230**  
**(Commission**

**File Number)**

**41-1689746**  
**(IRS Employer**

**Identification No.)**

**2902 Corporate Place**

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

**55317**  
**(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))

Item 2.02. Results of Operations and Financial Condition.

On February 20, 2014, Life Time Fitness, Inc. (the Company) reported its financial results for its fiscal quarter and full year ended December 31, 2013. See the Company's press release dated February 20, 2014, which is furnished as Exhibit 99.1 and incorporated by reference in this Current Report on Form 8-K.

The press release furnished as Exhibit 99.1 and certain information the Company intends to disclose on the conference call scheduled for 10:00 a.m. eastern time on February 20, 2014 include certain non-GAAP financial measures. The reconciliations of these measures to the most directly comparable GAAP financial measures are included in the press release. 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 and on the conference call.

**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; and

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.

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;

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.

**Free Cash Flow.** The Company believes free cash flow is useful to an investor in understanding the Company's cash flow generation because:

free cash flow allows the Company to evaluate the cash generated by operations and the ability of its operations to fund investment items related to purchases of property and equipment, repay indebtedness, add to the Company's cash balance, or to use in other discretionary activities; and

if negative, free cash flow reflects the need for incremental financing activities or use of existing cash balances.

The Company's management uses free cash flow:

to monitor cash available for repayment of indebtedness; and

in discussion with the investment community.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 27, 2013, the Company announced that Michael R. Robinson plans to retire from his position as Executive Vice President and Chief Financial Officer in early 2014. His retirement is effective as of the end of day March 1, 2014. The Company plans to retain Mr. Robinson as an employee or consultant for the 18 months following March 1, 2014. In exchange for his continued service, the Company plans to provide the following compensation and benefits to Mr. Robinson: (i) his current annual target cash compensation for an 18 month period, totaling \$825,000, to be paid out over the 18 month period; (ii) monthly phone and auto allowance of \$1,050 to be paid out over the 18 month period; (iii) continued coverage, or reimbursement for coverage, of medical and dental benefits; and (iv) a continued Life Time Athletic membership. As a condition to such payments Mr. Robinson will be subject to a non-compete covenant for the term of his continued service. Mr. Robinson will also forfeit all restricted stock granted by the Company that has not vested as of the end of day March 1, 2014.

On February 19, 2014, the board of directors of the Company appointed Eric J. Buss, age 47, to serve as Executive Vice President and Interim Chief Financial Officer, effective March 2, 2014.

Information regarding Mr. Buss's biography and business experience is available in the Company's Form 10-K filed with the Securities and Exchange Commission on February 28, 2013, and such information is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

The following Exhibit is being furnished herewith:

99.1 Press Release Announcing Fourth Quarter and Full Year 2013 Financial Results dated February 20, 2014.

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 20, 2014

By: /s/ Michael R. Robinson  
Michael R. Robinson  
Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

No.	Exhibit	Manner of Filing
99.1	Press Release Announcing Fourth Quarter and Full Year 2013 Financial Results dated February 20, 2014.	Filed Electronically