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Health Fitness Corp /MN/  
Form S-8  
August 23, 2006

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

HEALTH FITNESS CORPORATION  
(Exact Name of Registrant as Specified in its Charter)

Minnesota  
(State or Other Juris-  
diction of Incorporation  
or Organization)

41-1580506  
(I.R.S. Employer  
Identification Number)

3500 West 80th Street, #130  
Bloomington, Minnesota 55431  
(Address of Principal Executive Office and Zip Code)

2005 STOCK OPTION PLAN  
(Full Title of the Plan)

Jerry V. Noyce  
Health Fitness Corporation  
3600 American Blvd West, Suite 560  
Bloomington, Minnesota 55431  
(952) 831-6830  
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Copies to:  
John A. Satorius  
Fredrikson & Byron, P.A.  
200 South Sixth Street, Suite 4000  
Minneapolis, Minnesota 55402

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)	AMOUNT REGISTRATION
Options to Purchase Common Stock under the 2005 Stock Option Plan	Indefinite	\$0.00	\$ 0.00	\$ 0.00

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Common Stock issuable upon exercise of options granted under the 2005 Stock Option Plan	500,000 shares	\$1.63 (2)	\$815,000 (2)	\$87.20
TOTAL:				\$87.20

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- (1) In addition, pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein and any additional securities which may become issuable pursuant to anti-dilution provisions of the plan.
- (2) Estimated pursuant to Rule 457(h) solely for the purpose of calculating the registration fee and based upon the average of the high and low prices the bid and asked prices of the Registrant's Common Stock on August 21, 2006.

The purpose of this Registration Statement is to register additional shares for issuance under the Registrant's 2005 Stock Option Plan. The contents of the Registrant's Registration Statements on Form S-8, Reg. No. 333-00874 and No. 333-116489 are incorporated herein by reference.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bloomington and State of Minnesota, on the 17th day of August, 2006.

HEALTH FITNESS CORPORATION  
(the "Registrant")

By /s/ Jerry V. Noyce  
-----  
Jerry V. Noyce  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

(Power of Attorney)

Each of the undersigned constitutes and appoints Jerry V. Noyce and Wesley W. Winnekins his true and lawful attorney-in-fact and agent, each acting alone, with full powers of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Form S-8 Registration Statement of Health Fitness Corporation relating to the Company's 2005 Stock Option Plan and any or all amendments or post-effective amendments to the Form S-8 Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby

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ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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Signature -----	Title -----	Date -----
/s/ Jerry V. Noyce ----- Jerry V. Noyce	President and Chief Executive Officer and Director (principal executive officer)	August 17, 2006
/s/ Wesley W. Winnekins ----- Wesley W. Winnekins	Chief Financial Officer and Treasurer (principal financial and accounting officer)	August 17, 2006
/s/ James A. Bernards ----- James A. Bernards	Director	August 17, 2006
/s/ K. James Ehlen ----- K. James Ehlen, M.D.	Director	August 17, 2006
/s/ Robert J. Marzec ----- Robert J. Marzec	Director	August 17, 2006
/s/ John C. Penn ----- John C. Penn	Director	August 17, 2006
/s/ Mark W. Sheffert ----- Mark W. Sheffert	Chairman of the Board	August 17, 2006
/s/ Linda Hall Whitman ----- Linda Hall Whitman	Director	August 17, 2006
/s/ Rodney A. Young ----- Rodney A. Young	Director	August 17, 2006

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HEALTH FITNESS CORPORATION

Form S-8 Registration Statement

EXHIBIT INDEX

Exhibit  
Number

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Exhibit Description

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5.1	Opinion and Consent of counsel re securities under the Plan
23.1	Consent of counsel (See Exhibit 5.1)
23.2	Consent of Independent Registered Public Accounting Firm
24.1	Power of attorney (See Signature Page)