

LIFE TIME FITNESS INC

Form 8-A12B

June 23, 2004

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

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Life Time Fitness, Inc.

(Exact name of registrant as specified in its charter)

Minnesota

(State of incorporation or organization)

41-1689746

(I.R.S. Employer Identification No.)

6442 City West Parkway, Eden Prairie, Minnesota

(Address of principal executive offices)

55344

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **333-113764**.

Securities to be registered pursuant to Section 12(b) of the Act:

**Title Of Each Class
To Be So Registered**

**Name Of Each Exchange On
Which
Each Class Is To Be
Registered**

**Common Stock, \$.02 par
value**

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act: **None**

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Item 1. Description of Registrant's Securities to be Registered.

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SIGNATURES

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The Description of Capital Stock section included in the Registrant's Registration Statement on Form S-1 (SEC File No. 333-113764), as amended from time to time (the 1933 Registration Statement), which 1933 Registration Statement was initially filed with the Securities and Exchange Commission on March 19, 2004, is incorporated herein by reference.

Item 2. Exhibits.

| Exhibit No. | Description | Reference |
|--------------------|--|---|
| 3.1 | Articles of Incorporation of the Registrant, as amended to date and as currently in effect, including all Certificates of Designation | Incorporated by reference to Exhibit 3.1 to the 1933 Registration Statement |
| 3.2 | Form of Amended and Restated Articles of Incorporation of the Registrant to be effective upon completion of the offering contemplated by the 1933 Registration Statement | Incorporated by reference to Exhibit 3.2 to the 1933 Registration Statement |
| 3.3 | Bylaws of the Registrant, as amended to date and as currently in effect | Incorporated by reference to Exhibit 3.3 to the 1933 Registration Statement |
| 3.4 | Form of Amended and Restated Bylaws of the Registrant to be effective upon completion of the offering contemplated by the 1933 Registration Statement | Incorporated by reference to Exhibit 3.4 to the 1933 Registration Statement |
| 4 | Specimen of common stock certificate | Incorporated by reference to Exhibit 4 to the 1933 Registration Statement |

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SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Life Time Fitness, Inc.

Date: June 23, 2004

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

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