

HEALTHWAYS, INC
Form DEFA14A
December 19, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

HEALTHWAYS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

- Fee paid previously with preliminary materials.

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

HEALTHWAYS, INC. Stockholder meeting to be held on 01/29/09 ** IMPOR TANT NOTICE **
Regarding the Availability of Proxy Materials You are receiving this communication because you hold shares in the above company, and the materials you should review before you cast your vote are now available. **This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.** *HEALTHWAYS, INC. C/O NATIONAL CITY BANK SHAREHOLDER SERVICES OPERATIONS, LOCATOR 5352 P.O. BOX 94509 R1HLT1 CLEVELAND, OH 44101-4509* **Proxy Materials Available** · Notice and Proxy Statement · Annual Report **PROXY MATERIALS VIEW OR RECEIVE** You can choose to view the materials online or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor. To facilitate timely delivery please make the request as instructed below on or before 01/15/09. **HOW TO VIEW MATERIALS VIA THE INTERNET** Have the 12 Digit Control Number(s) available and visit: www.proxyvote.com **HOW TO REQUEST A COPY OF MATERIALS** 1) BY INTERNET www.proxyvote.com 2) BY TELEPHONE 1-800-579-1639 3) BY E-MAIL* sendmaterial@proxyvote.com *If requesting materials by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line. **See the Reverse Side for Meeting Information and Instructions on How to Vote**

Meeting Information Meeting Type: Annual Meeting Date: 01/29/09 Meeting Time: 9:00 A.M. CST For holders as of: 12/04/08 **Meeting Location:** Franklin Marriott Cool Springs 700 Cool Springs Blvd. Franklin, TN 37067 **Meeting Directions:** R1HLT2 For Meeting Directions, Please Call: (615) 614 4488

How To Vote

Vote In Person Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting you will need to request a ballot to vote these shares.

Vote By Internet To vote *now* by Internet, go to **WWW.PROXYVOTE.COM**. Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the meeting date. Have your notice in hand when you access the web site and follow the instructions.

Voting items The Board of Directors recommends that you vote **F O R** the nominees in the election of directors and **FOR** proposal 2. 1. ELECTION OF DIRECTORS **Nominees:** 01) Jay C. Bisgard, M.D. 02) Mary Jane England, M.D. 03) John A. Wickens 2. To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm R1HLT3 for fiscal 2009.