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HEALTH FITNESS CORP /MN/  
Form 8-K  
August 13, 2002

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): August 12, 2002

Health Fitness Corporation  
(Exact name of Registrant as Specified in its Charter)

Minnesota  
(State or Other Jurisdiction of Incorporation)

0-25064  
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(Commission File Number)

41-1580506  
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(IRS Employer Identification No.)

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

(952) 831-6830  
(Registrant's telephone number, including area code)

Not Applicable  
(Former Name or Former Address, if Changed Since Last Report)

Item 9. Regulation FD Disclosure.

On August 12, 2002, Jerry V. Noyce, Chief Executive Officer, and Wesley W. Winnekins, Chief Financial Officer, of Health Fitness Corporation (the "Company") each submitted correspondence to the Securities and Exchange Commission pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section

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906 of the Sarbanes-Oxley Act of 2002, certifying that:

(1) The Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in such Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Limitation on Incorporation by Reference.

Pursuant to general instruction B.2. of Form 8-K, the information in this report shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section.

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 hereunto duly authorized.

HEALTH FITNESS CORPORATION

By /s/ Wesley W. Winnekins

Date: August 12, 2002

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Wesley W. Winnekins  
Chief Financial Officer