

NUTRI SYSTEM INC /DE/  
Form 8-K  
February 04, 2005

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**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): 02/01/2005**

**NUTRI SYSTEM INC /DE/**  
(Exact Name of Registrant as Specified in its Charter)

**Commission File Number: 0-28551**

**DE**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**23-3012204**  
(I.R.S. Employer  
Identification No.)

**202 Welsh Road, Horsham, PA 19044**  
(Address of Principal Executive Offices, Including Zip Code)

**215 706 5302**  
(Registrant's Telephone Number, Including Area Code)

(Former name or former address, if changed since last report)

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:

- 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(17CFR240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act(17CFR240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act(17CFR240.13e-4(c))
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Items to be Included in this Report

**Item 7.01. Regulation FD Disclosure**

The following information is furnished under "Item 7.01. Regulation FD Disclosure."

On February 1, 2005, NutriSystem, Inc. ("NutriSystem") issued a press release setting forth NutriSystem's updated financial guidance for the first quarter ending March 31, 2005. A copy of NutriSystem's press release is attached hereto as Exhibit 99.1 and hereby incorporated by reference.

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**Signature(s)**

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.

NUTRI SYSTEM INC /DE/

Date: February 04, 2005.

By: /s/ James D. Brown

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James D. Brown  
Chief Financial Officer

**Exhibit Index**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
EX-99.1	Press Release, dated February 1, 2005 issued by NutriSystem, Inc.