

HEALTHSTREAM INC
Form 10-K/A
August 10, 2011

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K/A
(Amendment No. 1)**

**☐ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2010
OR**

**○ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934
FOR THE TRANSITION PERIOD FROM TO
Commission File Number 000-27701
HEALTHSTREAM, INC.
(Exact name of registrant as specified in its charter)**

Tennessee
*(State or other jurisdiction of
incorporation or organization)*

62-1443555
(I.R.S. Employer Identification No.)

209 10th Avenue South, Suite 450
Nashville, Tennessee
(Address of principal executive offices)

37203
(Zip Code)

(615) 301-3100
(Registrant's telephone number, including area code)
Securities Registered Pursuant To Section 12(b) Of The Act:

Title of each class

Name of each Exchange on which registered

Common Stock, No Par Value

NASDAQ Global Market

Securities Registered Pursuant To Section 12(g) Of The Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No
The aggregate market value of the Common Stock issued and outstanding and held by non-affiliates of the Registrant, based upon the closing sales price for the Common Stock on the NASDAQ Global Market on June 30, 2010 was \$71,681,232. All executive officers and directors of the registrant have been deemed, solely for the purpose of the foregoing calculation, to be affiliates of the registrant.

As of March 22, 2011, there were 21,931,535 shares of the Registrant's common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's definitive Proxy Statement for its 2011 Annual Meeting of Shareholders are incorporated by reference into Part III hereof.

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EX-31.1

EX-31.2

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Explanatory Note

This Amendment No. 1 on Form 10-K/A (the Amendment) amends our Annual Report on Form 10-K for the year ended December 31, 2010, that was filed with the Securities and Exchange Commission on March 23, 2011 (the Original Filing). The purpose of this Amendment is to update Exhibit 23.1, for which the signature of Ernst & Young LLP had been inadvertently omitted in the Original Filing. No other changes have been made to the Original Filing other than the correction described above.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on this 10th day of August, 2011.

HEALTHSTREAM, INC.

By: /s/ Gerard M. Hayden Jr.
Gerard M. Hayden, Jr.
Chief Financial Officer

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INDEX TO EXHIBITS

| Exhibit Number | Description |
|---------------------------|---|
| 2.1 ⁽¹⁾ | Stock Purchase Agreement, dated as of March 28, 2005, by and among HealthStream, Inc., Mel B. Thompson and Data Management & Research, Inc. |
| 2.2 ⁽²⁾ | Stock Purchase Agreement, dated as of March 12, 2007, by and among HealthStream, Inc., The Jackson Organization, Research Consultants, Inc., David Jackson and the Jackson Charitable Remainder Trust |
| 3.1* | Form of Fourth Amended and Restated Charter of HealthStream, Inc. |
| 3.2* | Form of Amended and Restated Bylaws of HealthStream, Inc. |
| 4.1* | Form of certificate representing the common stock, no par value per share, of HealthStream, Inc. |
| 4.2 | Reference is made to Exhibits 3.1 and 3.2. |
| 10.1 ^{^*} | 1994 Employee Stock Option Plan, effective as of April 15, 1994 |
| 10.2 ^{^*} | 2000 Stock Incentive Plan, effective as of April 10, 2000 |
| 10.3 ^{^ (9)} | 2010 Stock Incentive Plan, effective as of May 27, 2010 |
| 10.4 ^{^*} | Form of Indemnification Agreement |
| 10.5 ^{^ (3)} | Executive Employment Agreement, dated July 21, 2005, between HealthStream, Inc. and Robert A. Frist, Jr. |
| 10.6* | Lease dated March 27, 1995, as amended June 6, 1995 and September 22, 1998, between Cummins Station LLC, as landlord, and NewOrder Media, Inc., as tenant |
| 10.7 ^{^ (4)} | Form of HealthStream, Inc. Non-Qualified Stock Option Agreement (Employees) |
| 10.8 ^{^ (4)} | Form of HealthStream, Inc. Incentive Stock Option Agreement (Employees) |
| 10.9 ^{^ (4)} | Form of HealthStream, Inc. Non-Qualified Stock Option Agreement (Directors) |
| 10.10 ⁽⁵⁾ | Loan Agreement dated July 21, 2006 between HealthStream, Inc. and SunTrust Bank |
| 10.11 ⁽⁶⁾ | First Amendment to Loan Agreement dated February 16, 2007 between HealthStream, Inc. and SunTrust Bank |
| 10.12 ⁽⁷⁾ | Second Amendment to Loan Agreement dated July 23, 2007 between HealthStream, Inc. and SunTrust Bank |
| 10.13 ⁽⁸⁾ | Third Amendment to Loan Agreement dated July 17, 2009 between HealthStream, Inc. and SunTrust Bank |

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| 10.14 ^{^**} | Summary of Director and Executive Officer Compensation |
| 21.1 ^{**} | Subsidiaries of HealthStream, Inc. |
| 23.1 | Consent of Independent Registered Public Accounting Firm |
| 31.1 | Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1 | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 32.2 | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| * | Incorporated by reference to Registrant's Registration Statement on Form S-1, as amended (Reg. No. 333-88939). |
| ** | Previously filed on our Annual Report on Form 10-K for the year ended December 31, 2010 filed with the Securities and Exchange Commission on March 23, 2011. |
| [^] | Management contract or compensatory plan or arrangement. |
| (1) | Incorporated by reference from exhibit filed on our Current Report on Form 8-K, dated March 29, 2005. |
| (2) | Incorporated by reference from exhibit filed on our Current Report on Form 8-K, dated March 12, 2007. |
| (3) | Incorporated by reference from exhibit filed on our Current Report on Form 8-K, dated July 25, 2005. |
| (4) | Incorporated by reference from exhibit filed on our Current Report on Form 8-K, dated June 1, 2010. |
| (5) | Incorporated by reference from exhibit filed on our Current Report on Form 8-K, dated July 25, 2006. |
| (6) | Incorporated by reference from exhibit filed on our Current Report on Form 8-K, dated February 20, 2007. |
| (7) | Incorporated by reference from exhibit filed on our Current Report on Form 8-K, dated July 24, 2007. |
| (8) | Incorporated by reference from exhibit filed on our Current Report on Form 8-K, dated July 17, 2009. |
| (9) | Incorporated by reference to Appendix B of the Company's Definitive Proxy Statement filed with the SEC on April 29, 2010. |