

Health Fitness Corp /MN/
Form 15-12B
March 11, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION
12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE
REPORTS UNDER SECTION 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

**Commission File Number 001-34199
HEALTH FITNESS CORPORATION**

(Exact name of registrant as specified in its charter)
1650 West 82nd Street, Suite 1100
Bloomington, Minnesota 55431
(952) 831-6830

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)
Common Stock, \$0.01 par value

(Title of each class of securities covered by this Form)
None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)
Rule 12g-4(a)(2)
Rule 12h-3(b)(1)(i)
Rule 12h-3(b)(1)(ii)
Rule 15d-6

Approximate number of holders of record as of the certification or notice date: One

Pursuant to the requirements of the Securities Exchange Act of 1934, Health Fitness Corporation has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: March 11, 2010

By: /s/ Wesley W. Winnekins
Name: Wesley W. Winnekins
Title: Chief Financial Officer