

Registration No. 333-37440

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST EFFECTIVE
AMENDMENT NO. 1
to

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

HEALTHSTREAM, INC.
(Exact name of Registrant as Specified in its Charter)

TENNESSEE

62-1443555

(State or Other Jurisdiction
of Incorporation or Organization)

(I.R.S. Employer Identification No.)

209 10TH AVENUE SOUTH, SUITE 450
NASHVILLE, TENNESSEE 37203

(Address of Principal Executive Offices)

HEALTHSTREAM, INC. 1994 EMPLOYEE STOCK OPTION PLAN
HEALTHSTREAM, INC. 2000 STOCK INCENTIVE PLAN
HEALTHSTREAM, INC. EMPLOYEE STOCK PURCHASE PLAN

(Full Title of the Plans)

ROBERT H. LAIRD, JR.
209 10TH AVENUE SOUTH, SUITE 450
NASHVILLE, TENNESSEE 37203

(Name and Address of Agent for Service)

(615) 301-3114

(Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
1994 EMPLOYEE STOCK OPTION PLAN				
Common Stock, no par value	3,887,267 shares	\$ 4.68(2)	\$ 18,184,489	\$ 4,801
Common Stock, no par value	2,284 shares	\$ 7.00(3)	\$ 15,988	\$ 5
2000 STOCK INCENTIVE PLAN				
Common Stock, no par value	60,000 shares	\$ 9.00(2)	\$ 540,000	\$ 143
Common Stock, no par value	4,940,000 shares	\$ 7.00(3)	\$ 34,580,000	\$ 9,130
EMPLOYEE STOCK PURCHASE PLAN				
Common Stock, no par value	0 shares	\$ 0(2)	\$ 0	\$ 0
Common Stock, no par value	1,000,000 shares	\$ 7.00(3)	\$ 7,000,000	\$ 1,848

(1) This Registration Statement shall also cover any additional shares of Common Stock which become issuable under either of the Plans being registered pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.

(2) The offering price is estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rule 457(h) under the Securities Act. The computation is based on the weighted average per share exercise price (rounded to the nearest cent) of outstanding options under the referenced plan, the shares issuable under which are registered hereby.

(3) The offering price is estimated solely for the purpose of calculating

the amount of the registration fee in accordance with Rule 457(h) under the Securities Act. The computation with respect to unissued options is based on the average of the high and low prices of the Registrant's Common Stock as reported on The Nasdaq National Market on May 17, 2000.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Nashville, State of Tennessee, on this 23rd day of May, 2000.

HealthStream, Inc.

By: /s/ Robert A. Frist, Jr.

Robert A. Frist Jr.
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ Robert A. Frist, Jr. ----- Robert A. Frist Jr.	Chief Executive Officer and Chairman (Principal Executive Officer)	May 23, 2000
* ----- Jeffrey L. McLaren	President and Director	May 23, 2000
* ----- Arthur E. Newman	Chief Financial Officer and Senior Vice President (Principal Financial and Accounting Officer)	May 23, 2000
* ----- Charles N. Martin, Jr.	Director	May 23, 2000
* ----- Thompson S. Dent	Director	May 23, 2000
* ----- M. Fazle Husain	Director	May 23, 2000
* ----- John H. Dayani, Sr., Ph.D	Director	May 23, 2000
* ----- James F. Daniell, M.D.	Director	May 23, 2000
* ----- William Stead, M.D.	Director	May 23, 2000

By: /s/ Robert A. Frist, Jr.

Robert A. Frist, Jr.
Attorney-in-Fact

EXHIBIT INDEX

Exhibit Number -----	Description -----
4.1	Form of certificate representing the common stock, no par value per share of HealthStream, Inc. - Incorporated by reference to Registration Statement on Form S-1 (File No. 333-88939).
4.2	Article 7 of the Fourth Amended and Restated Charter - Incorporated by reference to Registration Statement on Form S-1 (File No. 333-88939).
4.3	Article II of the Amended and Restated Bylaws - Incorporated by reference to Registration Statement on Form S-1 (File No. 333-88939).
4.4	Amended and Restated Investors' Rights Agreement, dated March 14, 2000, between HealthStream, Inc. and some of its shareholders - Incorporated by reference to Registration Statement on Form S-1 (File No. 333-88939).
5.1	Opinion of Bass, Berry & Sims PLC
23.1	Consent of Ernst & Young LLP. Incorporated by reference to Registration Statement on Form S-8 (File No. 333-37440)
23.2	Consent of Bass, Berry & Sims PLC (included in opinion filed as Exhibit 5.1)
24.1	Power of Attorney (included on Page II-5)

B A S S, B E R R Y & S I M S P L C
A PROFESSIONAL LIMITED LIABILITY COMPANY
ATTORNEYS AT LAW

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(423) 521-6200

MEMPHIS OFFICE:
THE TOWER AT PEABODY PLACE
100 PEABODY PLACE, SUITE 950
MEMPHIS, TN 38103-2625
(901) 543-5900

May 23, 2000

HealthStream, Inc.
209 10th Avenue, Suite 450
Nashville, Tennessee 37203

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as your counsel in the preparation of the Registration Statement on Form S-8 (the "Registration Statement") relating to the Company's 1994 Employee Stock Option Plan, 2000 Stock Incentive Plan and Employee Stock Purchase Plan (the "Plans") filed by you with the Securities and Exchange Commission relating to an aggregate of 9,889,551 shares (the "Shares") of common stock, no par value per share, issuable pursuant to the Plans.

In so acting we have examined and relied upon such records, documents and other instruments as in our judgment are necessary or appropriate in order to express the opinions hereinafter set forth and have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us as certified or photostatic copies.

Based on the foregoing, we are of the opinion that the Shares, when issued pursuant to and in accordance with the Plans, will be validly issued, fully paid and nonassessable.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Bass, Berry & Sims PLC