
**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): September 25, 2019 (September 20, 2019)

HealthStream, Inc.

(Exact name of Registrant as Specified in Its Charter)

Tennessee
(State or Other Jurisdiction
of Incorporation)

000-27701
(Commission File Number)

62-1443555
(IRS Employer
Identification No.)

500 11th Avenue North, Suite 1000,
Nashville, Tennessee
(Address of Principal Executive Offices)

37203
(Zip Code)

Registrant's Telephone Number, Including Area Code: 615-301-3100

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

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock (Par Value \$0.00)	HSTM	Nasdaq

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 (see General Instructions A.2. below):

- 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 (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 20, 2019, the Board of Directors (the “Board”) of HealthStream, Inc. (the “Company”) appointed Scott A. Roberts, age 43, as the Chief Financial Officer and Senior Vice President of the Company. Mr. Roberts had been serving as the interim Chief Financial Officer and Vice President of Accounting and Finance since February 26, 2019. A description of Mr. Roberts’ business background and experience is incorporated by reference to the Company’s definitive proxy statement filed on April 10, 2019.

Effective upon such appointment, Mr. Roberts will receive an annual base salary of \$250,000. In addition, in connection with his appointment to Chief Financial Officer and Senior Vice President, Mr. Roberts will be eligible to participate in the Company’s Amended 2019 Executive and Corporate Management Cash Incentive Bonus Plan at up to an amount equal to 30% of his base salary, pro-rated based on the number of days he serves as the Chief Financial Officer in 2019.

In connection with Mr. Roberts’ appointment, the Company entered into a Restricted Share Unit Agreement dated as of September 20, 2019 (the “RSU Agreement”) with Mr. Roberts. Pursuant to the RSU Agreement, Mr. Roberts was granted 3,500 time-based restricted share units, which will vest annually in increments of 15%, 20%, 30%, and 35% as of the first, second, third, and fourth anniversaries of the grant date, respectively, provided that Mr. Roberts is employed on such vesting dates.

Except as set forth above, there were no additional compensatory or other agreements or arrangements entered into, or modified or amended, between the Company and Mr. Roberts in connection with the foregoing appointment.

A copy of the press release announcing the appointment of Mr. Roberts is attached as Exhibit 99.1 and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1*	Press release of HealthStream, Inc. dated September 25, 2019
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

* Furnished herewith.

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 thereunto duly authorized.

HealthStream, Inc.

Date: September 25, 2019

By: _____
/s/ Robert A. Frist, Jr.
Robert A. Frist, Jr.
Chief Executive Officer

For Immediate Release:

Contact:
Mollie Condra, Ph.D.
HealthStream
(615)-301-3237
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Scott A. Roberts Named Chief Financial Officer at HealthStream



Scott A. Roberts, CFO
& SVP, HealthStream

NASHVILLE, Tennessee (Sept. 25, 2019) – HealthStream (Nasdaq: HSTM), a leading provider of workforce and provider solutions for the healthcare industry, announced today that its board of directors has appointed Scott A. Roberts as Chief Financial Officer (CFO) & Senior Vice President, effective immediately. Mr. Roberts had been serving as Interim CFO & Vice President of Accounting and Finance since his appointment to that position in February 2019.

Joining HealthStream 17 years ago as a Certified Public Accountant from Ernst & Young, Mr. Roberts brings substantial financial expertise and experience to the role of CFO. His broad experience in public financial reporting and deep knowledge of financial operations, both in general and Company-specific terms, make him particularly qualified to serve as CFO.

“Scott is an exceptionally talented and competent executive—and I’m confident that he will serve HealthStream and our stakeholders well,” said Robert A. Frist, Jr., Chief Executive Officer, HealthStream. “Having worked with him for many years, I can also attest to the fact that he embodies HealthStream’s value of ‘behaving with integrity’ in everything he does as his leadership continues to provide a great example for others to follow.”

Following his service in multiple positions and accompanying promotions in HealthStream’s Finance and Accounting Department after joining the Company in 2002, Mr. Roberts was promoted to Vice President, Accounting and Finance in 2015. His leadership at HealthStream made him an ideal candidate to assume the role of Interim Chief Financial Officer, a position he has held over the last eight months.

Mr. Roberts added, “I am honored to have the opportunity to serve as HealthStream’s CFO and continue working with the executive team and all of our stakeholders. I look forward to further contributing to the growth of our Company as its top financial leader.”

About HealthStream

HealthStream (Nasdaq: HSTM) is dedicated to improving patient outcomes through the development of healthcare organizations' greatest asset: their people. Our unified suite of solutions is contracted by healthcare organizations across the U.S. for workforce development, training & learning management, talent management, credentialing, privileging, provider enrollment, performance assessment, and managing simulation-based education programs. Based in Nashville, Tennessee, HealthStream has additional offices in Jericho, New York; Boulder, Colorado; Denver, Colorado; San Diego, California; and Chicago, Illinois. For more information, visit <http://www.healthstream.com> or call 800-933-9293.

This press release contains forward-looking statements that involve risks and uncertainties regarding HealthStream. Investors are cautioned that such results or events predicted in these statements may differ materially from actual future events or results. This information has been included in reliance on the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Investors are cautioned that such results or events predicted in these statements may differ materially from actual future events or results. These forward-looking statements are based on a variety of assumptions that may not be realized, and which are subject to significant risks and uncertainties, including that the acquisition may not be consummated and that the anticipated financial and strategic benefits of the acquisition may not be realized, as well as risks and uncertainties referenced from time to time in the Company's filings with the Securities and Exchange Commission.

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