
**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): May 21, 2015

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

209 10th Avenue South, Suite 450, Nashville, Tennessee 37203
(Address of principal executive offices) (Zip Code)

(615) 301-3100
(Registrant's telephone number, including area code)

Not Applicable
(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 (*see* General Instruction 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))
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Item 8.01 Other Events.

On May 21, 2015, HealthStream, Inc. (the “Company”) issued a press release announcing that it had priced its upsized public offering of 3,365,000 shares of its common stock.

A copy of the press release issued by the Company is attached to this report as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 – Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of HealthStream, Inc. dated May 21, 2015

SIGNATURE

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.

Date: May 22, 2015

HEALTHSTREAM, INC.

By: /s/ Gerard M. Hayden, Jr.

Gerard M. Hayden, Jr.
Chief Financial Officer

EXHIBIT INDEX

**Exhibit
No.**

Description

99.1 Press Release of HealthStream, Inc. dated May 21, 2015



P R E S S R E L E A S E

For Immediate Release:

Contact:

Gerard M. Hayden, Jr.
Chief Financial Officer
(615) 301-3163
ir@healthstream.com

Mollie Condra, Ph.D.
Vice President,
Investor Relations &
Communications
(615) 301-3237
Mollie.condra@healthstream.com

HealthStream Announces Pricing of Upsized Common Stock Public Offering

NASHVILLE, Tennessee (May 21, 2015) – HealthStream, Inc. (“HealthStream”) (NASDAQ: HSTM) announced today that it has priced its previously announced underwritten public offering of 3,365,000 shares of common stock at a price to the public of \$26.75 per share. The 3,365,000 share offering represents a 265,000 share upside to the originally proposed 3,100,000 share offering. The underwriters will have a 30-day option to purchase up to an additional 504,750 shares from HealthStream. The offering is expected to close on May 28, 2015, subject to customary closing conditions.

HealthStream will receive net proceeds of approximately \$85.0 million (or approximately \$97.8 million if the underwriters exercise their over-allotment option in full) after deducting underwriting discounts and commissions and estimated offering expenses payable by HealthStream. HealthStream intends to use \$28.0 million of the net proceeds from the offering to repay all of its outstanding revolving credit facility borrowings and the remaining net proceeds for general corporate purposes, including working capital and the financing of potential acquisitions of, or investments in, strategic businesses, products or technologies.

William Blair & Company, L.L.C. and Raymond James & Associates, Inc. are serving as joint book-running managers of the offering. Avondale Partners, LLC, Craig-Hallum Capital Group LLC and First Analysis Securities Corp. are serving as co-managers of the offering.

The offering is being made solely by means of a prospectus supplement to the prospectus filed with the Securities and Exchange Commission (the “SEC”) as a part of HealthStream’s effective shelf registration statement on Form S-3 (File No. 333-198059). Prospective investors in the offering should read the prospectus supplement and accompanying prospectus for the offering and the other documents incorporated therein by reference that HealthStream has filed with the SEC for more complete information about HealthStream and the offering. Investors can obtain these documents without charge on the SEC website at www.sec.gov. Alternatively, copies of the prospectus supplement and the accompanying prospectus relating to the offering

can be obtained from William Blair & Company, L.L.C., Attention: Prospectus Department, 222 West Adams Street, Chicago, Illinois 60606, or by calling 1-800-621-0687, and from Raymond James & Associates, Inc., Attention: Equity Syndicate, 880 Carillon Parkway, St. Petersburg, Florida 33716, or by calling 1-800-248-8863.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

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, collectively, over 4.4 million healthcare employees in the U.S. for workforce development, training & learning management, talent management, credentialing, privileging, provider enrollment, performance assessment, and managing simulation-based education programs. Our research solutions provide valuable insight to healthcare providers to meet HCAHPS requirements, improve the patient experience, engage their workforce, and enhance physician alignment. Based in Nashville, Tennessee, HealthStream has additional offices in San Diego, California, Laurel, Maryland, Brentwood, Tennessee, Pensacola, Florida, and Jericho, New York. For more information, please call 1-800-933-9293.

Cautionary Statement Regarding Forward Looking Statements

The foregoing statements regarding HealthStream's intentions with respect to the contemplated offering are forward-looking statements under the Private Securities Litigation Reform Act of 1995, and actual results could vary materially from the statements made. HealthStream's ability to complete the offering successfully is subject to various risks, many of which are outside its control, including prevailing conditions in the capital markets and other risks and uncertainties as detailed from time to time in HealthStream's reports and other documents filed with the SEC. HealthStream assumes no obligation to update forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking statements, except to the extent required by applicable securities laws.

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