
**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): November 23, 2011

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
(Address of principal executive offices)

37203
(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 November 23, 2011, HealthStream, Inc. (the "Company") announced the closing of its previously announced underwritten public offering consisting of 3,100,000 shares sold by the Company and 150,000 shares sold by certain selling shareholders at a price of \$16.25 per share. In addition, the underwriters fully exercised their 30-day overallotment option to purchase an additional 487,500 shares from the Company, resulting in a total sale of 3,737,500 shares.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of HealthStream, Inc. dated November 23, 2011

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.

HEALTHSTREAM, INC.

Date: November 23, 2011

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

INDEX TO EXHIBITS

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PRESS RELEASE

Contact:

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

*For Immediate Release***Media:**

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

**HealthStream Announces
Closing of Common Stock Public Offering**

Nashville, Tenn. (November 23, 2011) – HealthStream, Inc. (the “Company”) (NASDAQ: HSTM), announced today that it has closed its previously announced public offering of 3,250,000 shares of its common stock, consisting of 3,100,000 shares sold by the Company and 150,000 shares sold by certain selling shareholders at a price of \$16.25 per share. In addition, the underwriters fully exercised their 30-day overallotment option to purchase an additional 487,500 shares from the Company, resulting in a total sale of 3,737,500 shares. William Blair & Company, L.L.C. served as the sole book-running manager of the public offering, and Avondale Partners, LLC and Craig-Hallum Capital Group, LLC served as co-managers of the public offering.

The net proceeds to the Company of the public offering after deducting underwriting discounts and commissions and estimated expenses, were approximately \$55.2 million. The Company intends to use the net proceeds from the public offering for working capital and general corporate purposes and/or to acquire or invest in strategic businesses, products, or technologies. The Company did not receive any proceeds from the sale of shares made by the selling shareholders.

The offering was made pursuant to a prospectus supplement to the prospectus filed with the Securities and Exchange Commission (the “SEC”) as a part of the Company’s shelf-registration statement on Form S-3, as amended (File No. 333-175863). Investors in the public offering should read the prospectus in the registration statement, the prospectus supplement for the public offering, and the other documents incorporated therein by reference that the Company has filed with the SEC for more complete information about the Company and the public offering. Investors can obtain these documents without charge on the SEC website at www.sec.gov. Alternatively, copies of the prospectus supplement for the public offering and the prospectus relating to the public offering can be obtained from William Blair & Company, 222 West Adams Street, Chicago, Illinois 60606, or by calling 1-800-621-0687.

HealthStream, Inc. • 209 10th Avenue South, Suite 450 • Nashville, Tennessee 37203 • 615-301-3100 •

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 a leading provider of learning and research solutions for the healthcare industry, transforming *insight into action* to deliver outcomes-based results for healthcare organizations. Through HealthStream's learning solutions—which have been contracted by over 2.65 million hospital-based healthcare professionals—healthcare organizations create safer environments for patients, increase clinical competencies of their workforces, and facilitate the rapid transfer of the latest knowledge and technologies. Through our research products, healthcare organizations gain valuable insight about patients' experiences, workforce challenges, physician relations, and community perceptions of their services. Based in Nashville, Tennessee, HealthStream has an additional office in Laurel, Maryland.

This press release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In this press release we make forward-looking statements about our use of capital. These statements are necessarily subject to risk and uncertainty and actual results could differ materially from those anticipated due to various factors, including those set forth from time to time in the Company's filings with the SEC. You should not place undue reliance on forward-looking statements and the Company undertakes no obligation to update any such statements to reflect circumstances or events that occur after the dates on which the forward-looking statements are made.

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