

---

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

---

**POST-EFFECTIVE AMENDMENT NO. 2**

**TO**

**FORM S-8  
REGISTRATION STATEMENT NO. 333-37440**

**UNDER  
THE SECURITIES ACT OF 1933**

---

**HealthStream, Inc.**

(Exact name of registrant as specified in its charter)

**Tennessee**

(State or other jurisdiction of  
incorporation or organization)

**62-1443555**

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

**209 10<sup>th</sup> Avenue South, Suite 450**

**Nashville, Tennessee**

(Address of Principal Executive Offices)

**37203**

(Zip Code)

---

**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 A. Frist, Jr.**

**209 10<sup>th</sup> Avenue South, Suite 450**

**Nashville, Tennessee 37203**

(Name and address of agent for service)

**(615) 301-3100**

(Telephone number, including area code, of agent for service)

*With a copy to:*

**J. Page Davidson**

**Bass, Berry & Sims PLC**

**315 Deaderick Street, Suite 2700**

**Nashville, Tennessee 37238**

**(615) 742-6200**

---

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

---

## DEREGISTRATION OF UNSOLD SECURITIES

HealthStream, Inc. (the “Registrant”) is filing with the Securities and Exchange Commission (the “SEC”) this Post-Effective Amendment No. 2 in connection with the Form S-8 Registration Statement File No. 333-37440, filed with the SEC on May 19, 2000 (the “Registration Statement”), as amended by that certain Post-Effective Amendment No. 1 filed on May 23, 2000 (the “Amendment”). This Post-Effective Amendment to the Registration Statement is being filed solely to deregister the 532,981 shares of the Registrant’s common stock, no par value per share, previously registered under the Registration Statement and the Amendment for issuance pursuant to the HealthStream, Inc. Employee Stock Purchase Plan that remain unsold and unissued. This Post-Effective Amendment does not affect the registration of securities registered for issuance pursuant to the HealthStream, Inc. 1994 Employee Stock Option Plan or the HealthStream, Inc. 2000 Stock Incentive Plan.

**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 Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Nashville, State of Tennessee, on this 9th day of February, 2009.

**HEALTHSTREAM, INC.**

By: /s/ Gerard M. Hayden, Jr.  
Gerard M. Hayden, Jr.  
Senior Vice President and  
Chief Financial Officer

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert A. Frist, Jr.</u> Robert A. Frist, Jr.	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	February 9, 2009
<u>/s/ Gerard M. Hayden, Jr.</u> Gerard M. Hayden, Jr.	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	February 9, 2009
<u>Frank E. Gordon</u> *	Director	February 9, 2009
<u>Jeffrey L. McLaren</u> *	Director	February 9, 2009
<u>Thompson S. Dent</u> *	Director	February 9, 2009
<u>James F. Daniell, M.D.</u> *	Director	February 9, 2009
<u>William W. Stead, M.D.</u>	Director	
<u>Linda Rebrovick</u>	Director	
<u>Michael Shmerling</u>	Director	
<u>Dale W. Polley</u>		

By: \* /s/ Robert A. Frist, Jr.  
Robert A. Frist, Jr.  
Attorney-in-Fact