



**THE FOUNDATION
FOR SECURE
MARKETS**

#44720

DATE: MARCH 14, 2019

SUBJECT: TVTY1 OPTIONS - EXPIRATION PRICING CONSIDERATION

TVTY1 (adjusted Nutrisystem, Inc. options) will be subject to special pricing consideration in expiration processing on March 15, 2019. The pricing consideration is due to the undetermined cash in lieu of fractional shares amount included in the option deliverable of TVTY1 as indicated below. These options will continue to be subject to normal exercise based on customary exercise thresholds in OCC's Ex-by-Ex processing.

MEMBERS SHOULD ADVISE THEIR CUSTOMERS TO TAKE THE FOLLOWING CONSIDERATIONS INTO ACCOUNT IN DECIDING TO EXERCISE, OR NOT TO EXERCISE, THESE OPTIONS.

TVTY1

TVTY1 options are adjusted Nutrisystem, Inc. options, adjusted March 8, 2019, (see OCC Information Memo #44692). The deliverable of TVTY1 options is:

NEW DELIVERABLE

PER CONTRACT:

- 1) 21 Tivity Health, Inc. (TVTY) Common Shares
- 2) Cash in lieu of 0.41 fractional TVTY shares
- 3) \$3,875.00 (\$38.75 x 100)

As of March 14, 2019, the NTRI Exchange Agent has not determined the cash in lieu of fractional shares amount.

For purposes of calculating an TVTY1 price for use in expiration processing, OCC will use the following formula:

$$\text{TVTY1} = 0.2141 (\text{TVTY}) + 38.75$$

For example, if TVTY closes at 18.27, the TVTY1 price would be:

$$\text{TVTY1} = 0.2141 (18.27) + 38.75 = 42.66$$

This formula includes an estimate for the value of the cash in lieu amount and not the actual amount applicable in the merger.

ALL CLEARING MEMBERS ARE REQUESTED TO IMMEDIATELY ADVISE ALL BRANCH OFFICES AND CORRESPONDENTS ON THE ABOVE.

For questions regarding this memo, call Investor Services at 1-888-678-4667 or email investorservices@theocc.com. Clearing Members may contact Member Services at 1-800-544-6091 or, within Canada, at 1-800-424-7320, or email memberservices@theocc.com.