

UNITED STATES DISTRICT COURT  
MIDDLE DISTRICT OF TENNESSEE

ROBERT STROUGO, Individually and on )  
Behalf of All Others Similarly Situated, )  
 )  
Plaintiff, )  
 )  
vs. ) Civil Action No. 3:20-cv-00165  
 )  
TIVITY HEALTH, INC., et al., )  
 )  
Defendants. )  
 )  
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**ORDER**

This matter is before the Court on Class Representative’s Unopposed Amended Motion to Approve the Form and Manner of Class Notice and Notice Plan (“Unopposed Motion”) (Doc. No. 270).

Based upon the record, the Court rules as follows:

1. The Unopposed Motion is **GRANTED**.
2. The Postcard Notice, the Summary Notice of Pendency of Class Action (“Summary Notice”), the Notice of Pendency of Class Action (“Notice”), and the method and schedule for notifying the Class of the pendency of the above-captioned action (“Action”) as a class action (“Notice Plan”), attached as Exhibits A, B, C, and D, (Doc. No. 270-1, 270-2, 270-3, and 270-4), respectively, meet the requirements of Rule 23 and of due process, constitute the best notice practicable under the circumstances, and shall constitute due and sufficient notice to all persons and entities entitled thereto.
3. Specifically, the proposed form and content of the Postcard Notice, Notice, and Summary Notice meet the requirements of Rule 23(c)(2)(B) as they clearly and concisely state in plain and easily understood language all of the following: (a) the nature of the Action; (b) the

definition of the Class certified; (c) the class claims, issues, or defenses; (d) a Class Member's right to enter an appearance through an attorney if the member so desires; (e) a Class Member's right to be excluded from the Class; (f) the time and manner for requesting exclusion; and (g) the binding effect of a class judgment on Class Members under Federal Rule of Civil Procedure 23(c)(3).

4. The firm of Gilardi & Co. LLC is appointed as Notice Administrator to provide the Postcard Notice, Notice, and Summary Notice of this litigation to the Class.

5. Not later than twenty-one (21) calendar days after entry of this Order ("Notice Date"), Class Representative, through the Notice Administrator, shall provide a mailed Postcard Notice to the Class, in substantially the form as submitted as Exhibit A to the Unopposed Motion, and publish a Summary Notice, in substantially the form as submitted as Exhibit B to the Unopposed Motion, in accordance with the Notice Plan submitted as Exhibit D to the Unopposed Motion. The Notice, in substantially the form as submitted as Exhibit C to the Unopposed Motion, shall be posted on the website to be established by the Notice Administrator for purposes of this Action, in accordance with the Notice Plan submitted as Exhibit D to the Unopposed Motion.

6. Class Members shall be bound by all determinations and judgments in this Action, whether favorable or unfavorable, unless such persons and entities request exclusion from the Class in a timely and proper manner, as provided herein. A Class Member wishing to make such a request for exclusion shall mail the request in written form by first class mail, postmarked no later than forty-five (45) calendar days after the Notice Date, to the address designated in the Notice. Such request for exclusion shall clearly state that the Class Member "requests exclusion from the Class in Strougo v. Tivity Health, Inc., et al., Civil Action No. 3:20-cv-00165 (M.D. Tenn.)" and must (i) state the name, address, email address, and telephone number of the person or entity requesting exclusion; (ii) identify all of the Class Member's transactions in Tivity Health common stock during

the period March 8, 2019 through February 19, 2020, inclusive; and (iii) be signed by the person or entity requesting exclusion or an authorized representative, accompanied by proof of authorization. The request for exclusion shall not be effective unless it provides the required information and is made within the time stated above, or the exclusion is otherwise accepted by the Court.


7. Any Class Member who retains separate counsel in connection with this matter must enter an appearance pursuant to Rule 23(c)(2) of the Federal Rules of Civil Procedure, as set out in the Notice, no later than forty-five (45) calendar days from the Notice Date. Class Members who retain separate counsel do so at their own expense.

8. Within ten (10) calendar days following the deadline for exclusion, the Notice Administrator shall submit a declaration to the Court setting forth its notification efforts and providing a list of all persons and entities who have requested exclusion from the Class.

9. This Order may be modified by the Court upon motion by any party, for good cause shown.

10. This Order and related notices are not intended to affect any party's right to assert any properly preserved claim, defense, or other issue, even if such a claim, defense, or issue is not specifically identified in the Postcard Notice, Notice or Summary Notice.

IT IS SO ORDERED.

  
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WAVERLY D. CRENSHAW, JR.  
UNITED STATES DISTRICT JUDGE