



DIVISION OF
CORPORATION FINANCE

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

December 12, 2013

Via E-mail

Dawn M. Zier
President and Chief Executive Officer
Nutrisystem, Inc.
Fort Washington Executive Center
600 Office Center Drive
Fort Washington, PA 19034

Re: Nutrisystem, Inc.
Form 10-K for Fiscal Year Ended December 31, 2012
Filed March 12, 2013
File No. 000-28551

Dear Ms. Zier:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Dietrich A. King for

Mara Ransom
Assistant Director

cc: Mike Monahan
Kathleen Simone