

## SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Order Granting the Application of NutriSystem, Inc. to Withdraw its Common Stock, \$.001 par value, from Listing and Registration on the American Stock Exchange LLC  
File No. 1-32170

August 2, 2005

On June 22, 2005, NutriSystem, Inc., a Delaware corporation ("Issuer"), filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 12d2-2(d) thereunder,<sup>2</sup> to withdraw its common stock, \$.001 par value ("Security"), from listing and registration on the American Stock Exchange LLC ("Amex"). Notice of such application requesting comments was published in the Federal Register on July 12, 2005.<sup>3</sup> No comments were received. As discussed below, the Commission is granting the application.

On June 20, 2005, the Board of Directors ("Board") of the Issuer unanimously approved resolutions to withdraw the Security from listing and registration on Amex and to list the Security on the Nasdaq National Market ("Nasdaq"). The Issuer stated that the Board determined to withdraw the Security from listing on Amex based on the following opinions of the Board: (i) Nasdaq is the premier stock market for high growth companies because it is a screen-based electronic marketplace with competing market makers that offer faster trade execution times, reduced trading volatility, increased liquidity, and greater exposure to and coverage by institutions that invest in high growth markets; and (ii) in of light the

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<sup>1</sup> 15 U.S.C. 78l(d).

<sup>2</sup> 17 CFR 240.12d2-2(d).

<sup>3</sup> See Securities Exchange Act Release No. 51976 (July 6, 2005), 70 FR 40073.

aforementioned advantages, it is in the best interest of the Issuer and its stockholders to list the Security on Nasdaq.

The Issuer stated in its application that it has met the requirements of Amex Rule 18 by complying with all applicable laws in effect in the state of Delaware, in which it is incorporated, and provided written notice of withdrawal to Amex. The Issuer's application relates solely to withdrawal of the Security from listing on the Amex and from registration under Section 12(b) of the Act,<sup>4</sup> and shall not affect its obligation to be registered under Section 12(g) of the Act.<sup>5</sup>

The Commission, having considered the facts stated in the application and having due regard for the public interest and protection of investors, orders that the application be, and it hereby is, granted, effective at the opening of business on August 3, 2005.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>6</sup>

Jonathan G. Katz  
Secretary

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<sup>4</sup> 15 U.S.C. 781(b).

<sup>5</sup> 15 U.S.C. 781(g).

<sup>6</sup> 17 CFR 200.30-3(a)(1).