

LIFE TIME FITNESS, INC.
Form 10-Q
July 26, 2013

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the quarterly period ended June 30, 2013

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

Commission File Number: 001-32230

Life Time Fitness, Inc.
(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction of incorporation or
organization)

41-1689746
(I.R.S. Employer Identification No.)

2902 Corporate Place
Chanhassen, Minnesota
(Address of principal executive offices)

55317
(Zip Code)

952-947-0000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding of the registrant's common stock as of July 19, 2013 was 42,854,121 common shares.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

LIFE TIME FITNESS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share data)
(Unaudited)

	June 30, 2013	December 31, 2012
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$13,126	\$16,499
Accounts receivable, net	8,151	9,272
Center operating supplies and inventories	30,195	27,240
Prepaid expenses and other current assets	28,881	26,826
Deferred membership origination costs	11,438	11,664
Deferred income taxes	2,912	8,813
Income tax receivable	1,813	—
Total current assets	96,516	100,314
PROPERTY AND EQUIPMENT, net	1,952,894	1,858,666
RESTRICTED CASH	447	2,087
DEFERRED MEMBERSHIP ORIGINATION COSTS	6,740	6,820
GOODWILL	40,198	37,176
OTHER ASSETS	66,134	67,111
TOTAL ASSETS	\$2,162,929	\$2,072,174
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Current maturities of long-term debt	\$12,288	\$12,603
Accounts payable	24,243	32,140
Construction accounts payable	40,163	25,208
Accrued expenses	64,191	63,333
Deferred revenue	42,555	34,753
Total current liabilities	183,440	168,037
LONG-TERM DEBT, net of current portion	723,133	691,867
DEFERRED RENT LIABILITY	23,810	22,490
DEFERRED INCOME TAXES	91,204	95,509
DEFERRED REVENUE	6,783	6,840
OTHER LIABILITIES	20,830	14,514
Total liabilities	1,049,200	999,257
COMMITMENTS AND CONTINGENCIES (Note 6)		
SHAREHOLDERS' EQUITY:		
Undesignated preferred stock, 10,000,000 shares authorized; none issued or outstanding	—	—
Common stock, \$.02 par value, 75,000,000 shares authorized; 42,864,878 and 43,149,434 shares issued and outstanding, respectively	858	864
Additional paid-in capital	427,761	447,912
Retained earnings	690,230	628,942
Accumulated other comprehensive loss	(5,120)	(4,801)

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Total shareholders' equity	1,113,729	1,072,917
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$2,162,929	\$2,072,174
See notes to unaudited consolidated financial statements.		

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LIFE TIME FITNESS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

(Unaudited)

	For the Three Months Ended		For the Six Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
REVENUE:				
Membership dues	\$194,816	\$184,895	\$381,190	\$360,365
Enrollment fees	3,573	3,929	6,969	7,883
In-center revenue	97,275	90,118	189,246	174,734
Total center revenue	295,664	278,942	577,405	542,982
Other revenue	12,444	9,362	21,450	13,769
Total revenue	308,108	288,304	598,855	556,751
OPERATING EXPENSES:				
Center operations	176,798	166,554	346,760	327,269
Advertising and marketing	9,629	9,689	20,588	20,045
General and administrative	15,713	13,856	31,069	27,559
Other operating	15,225	12,761	28,059	21,152
Depreciation and amortization	30,017	28,861	59,279	55,821
Total operating expenses	247,382	231,721	485,755	451,846
Income from operations	60,726	56,583	113,100	104,905
OTHER INCOME (EXPENSE):				
Interest expense, net of interest income	(6,434	) (6,545	) (12,563	) (12,822
Equity in earnings of affiliate	378	395	724	768
Total other income (expense)	(6,056	) (6,150	) (11,839	) (12,054
INCOME BEFORE INCOME TAXES	54,670	50,433	101,261	92,851
PROVISION FOR INCOME TAXES	21,483	20,141	39,973	36,887
NET INCOME	\$33,187	\$30,292	\$61,288	\$55,964
BASIC EARNINGS PER COMMON SHARE	\$0.80	\$0.73	\$1.48	\$1.35
DILUTED EARNINGS PER COMMON SHARE	\$0.80	\$0.73	\$1.47	\$1.34
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING – BASIC	41,456	41,462	41,376	41,313
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING – DILUTED	41,659	41,750	41,644	41,777

See notes to unaudited consolidated financial statements.

LIFE TIME FITNESS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)

(Unaudited)

	For the Three Months Ended		For the Six Months Ended		
	June 30,		June 30,		
	2013	2012	2013	2012	
NET INCOME	\$33,187	\$30,292	\$61,288	\$55,964	
Other comprehensive (loss) income, net of tax:					
Foreign currency translation adjustments, net of taxes of \$738, \$276, \$1,123 and \$(11), respectively	\$(1,123	) \$(691	) \$(1,707	) \$37
Unrealized gains (losses) on cash flow hedges, net of taxes of \$(711), \$904, \$(925) and \$983, respectively	1,067	(1,355) 1,388	(1,474)
Other comprehensive loss, net of tax:	(56) (2,046) (319) (1,437)
COMPREHENSIVE INCOME	\$33,131	\$28,246	\$60,969	\$54,527	

See notes to unaudited consolidated financial statements.

LIFE TIME FITNESS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	For the Six Months Ended	
	June 30,	
	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$61,288	\$55,964
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	59,279	55,821
Deferred income taxes	671	(1,073)
(Gain) loss on disposal of property and equipment, net	(216)	579)
Amortization of deferred financing costs	1,100	1,006
Share-based compensation	6,286	7,312
Excess tax benefit related to share-based compensation	(4,564)	(8,365)
Changes in operating assets and liabilities	1,726	31,450
Other	(1,116)	(504)
Net cash provided by operating activities	124,454	142,190
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property and equipment	(137,433)	(106,102)
Acquisitions, net of cash acquired	(437)	(26,415)
Proceeds from sale of property and equipment	763	362
Proceeds from property insurance settlements	175	790
Increase in other assets	(736)	(250)
Decrease in restricted cash	1,640	651
Net cash used in investing activities	(136,028)	(130,964)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from long-term borrowings	75,000	—
Repayments of long-term borrowings	(28,272)	(3,521)
Repayments of revolving credit facility, net	(13,500)	(10,000)
Increase in deferred financing costs	(976)	(256)
Excess tax benefit related to share-based compensation	4,564	8,365
Proceeds from stock option exercises	1,108	1,982
Proceeds from employee stock purchase plan	607	590
Stock purchased for employee stock purchase plan	(569)	(649)
Repurchases of common stock	(28,157)	—
Net cash provided by (used in) financing activities	9,805	(3,489)
Effect of exchange rates on cash and cash equivalents	(1,604)	275
(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(3,373)	8,012
CASH AND CASH EQUIVALENTS – Beginning of period	16,499	7,487
CASH AND CASH EQUIVALENTS – End of period	\$13,126	\$15,499
See notes to unaudited consolidated financial statements.		

LIFE TIME FITNESS, INC. AND SUBSIDIARIES
 NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

1. Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary to fairly present financial position, results of operations and cash flows for the periods have been included.

These interim consolidated financial statements and the related notes should be read in conjunction with the annual consolidated financial statements and notes included in the latest Form 10-K, as filed with the Securities and Exchange Commission ("SEC"), which includes audited consolidated financial statements for the three fiscal years ended December 31, 2012.

2. Share-Based Compensation

Stock Option and Incentive Plans

We have four share-based compensation plans: the Life Time Fitness, Inc. 1998 Stock Option Plan (the "1998 Plan"); the Amended and Restated Life Time Fitness, Inc. 2004 Long-Term Incentive Plan (the "2004 Plan"); the Life Time Fitness, Inc. 2011 Long-Term Incentive Plan (the "2011 Plan") and an Employee Stock Purchase Plan (the "ESPP"), collectively, the share-based compensation plans. We no longer make grants under the 1998 Plan and the 2004 Plan. There are 2,500,000 shares of common stock reserved for grant under the 2011 Plan and, as of June 30, 2013, there were 1,152,260 shares available for grant. The types of awards that may be granted under the 2011 Plan include incentive and non-qualified options to purchase shares of common stock, stock appreciation rights, restricted shares, restricted share units, performance awards and other types of share-based awards.

As of June 30, 2013, we had granted a total of 5,587,165 options to purchase common stock under all of the share-based compensation plans, of which options to purchase 240,268 shares were outstanding and vested, and a total of 4,731,321 restricted shares were granted, of which 1,523,156 restricted shares were outstanding and unvested. We use the term "restricted shares" to define unvested shares granted to employees and non-employee directors. We use the term "vest" to define the lapse of vesting restrictions on restricted shares.

Total share-based compensation expense included in our consolidated statements of operations for the three and six months ended June 30, 2013 and 2012, was as follows:

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2013	2012	June 30, 2013	2012
Share-based compensation expense related to restricted shares	\$3,426	\$3,404	\$6,226	\$7,252
Share-based compensation expense related to ESPP	30	30	60	60
Total share-based compensation expense	\$3,456	\$3,434	\$6,286	\$7,312

LIFE TIME FITNESS, INC. AND SUBSIDIARIES
 NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

Summary of Restricted Stock Activity

	Shares	Weighted Average Grant Date Fair Value
Outstanding at December 31, 2012	2,069,168	\$36.55
Granted	328,550	\$41.94
Canceled	(10,995)	) \$34.63
Vested	(817,688)	) \$24.55
Outstanding at March 31, 2013	1,569,035	\$43.95
Granted	25,406	\$47.58
Canceled	(39,476)	) \$43.40
Vested	(31,809)	) \$39.54
Outstanding at June 30, 2013	1,523,156	\$44.11

During the six months ended June 30, 2013 and 2012, we issued 353,956 and 955,026 shares of restricted stock, respectively, with an aggregate grant date fair value of \$15.0 million and \$45.4 million, respectively. The grant date fair value of restricted shares that vested during the six months ended June 30, 2013 and 2012 was \$21.3 million and \$18.7 million, respectively. The total value of each restricted stock grant, based on the fair value of the stock on the date of grant, is amortized to compensation expense on a straight-line basis over the related vesting period. As of June 30, 2013, there was \$32.4 million of unrecognized compensation expense related to restricted stock that is expected to vest. We plan to recognize this amount over a weighted average period of 2.7 years.

Special 2012 Performance-Based Restricted Stock Grant

In May 2012, the Compensation Committee of our Board of Directors approved the grant of 598,000 shares of long-term performance-based restricted stock to serve as an incentive to our senior management team to achieve certain cumulative diluted EPS and return on invested capital (“ROIC”) targets during performance periods that end on December 31, 2015 and December 31, 2016. In July and August 2012, an additional 40,500 and 20,000 shares, respectively, of long-term performance-based restricted stock were granted to members of management using the same cumulative diluted EPS and ROIC targets and vesting schedule. These shares are included in the overall number of restricted shares granted in 2012. The cumulative diluted EPS target measures cumulative diluted EPS for each quarter during the period from April 1, 2012 to the end of the applicable performance period. The ROIC target is measured in the last year of the applicable performance period. If the specified cumulative diluted EPS and ROIC targets are both met or exceeded for the performance period ending December 31, 2015, 50% of the restricted shares will vest. If the specified cumulative diluted EPS and ROIC targets are both met or exceeded for the performance period ending December 31, 2016, then all of the restricted shares will vest. For example, if the 2015 performance targets were satisfied and 50% of the shares vested, the remaining 50% of the restricted shares will vest if the 2016 performance targets were satisfied. If the 2015 performance targets were not satisfied, but the 2016 performance targets are both met, 100% of the restricted shares will vest. In the event that we do not achieve both of the specified cumulative diluted EPS and ROIC targets for the performance period ending December 31, 2016, the restricted shares will be forfeited. As of June 30, 2013, 654,500 shares were still outstanding and unvested. A maximum of \$30.1 million could be recognized as compensation expense under this grant if all cumulative diluted EPS and ROIC targets are met.

We consider the specific cumulative diluted EPS and ROIC targets to be competitively sensitive information during the performance period. However, the Compensation Committee set the cumulative diluted EPS targets at 1.5 times the compound annual growth rate under our then-current long range plan and the ROIC targets at 1.1 times the ROIC

under our then-current long range plan. We do not believe that achievement of the cumulative diluted EPS and the ROIC targets are currently probable, and, therefore, we did not recognize any compensation expense associated with the grant during the six months ended June 30, 2013. If all of the targets had been considered

LIFE TIME FITNESS, INC. AND SUBSIDIARIES
 NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

probable at June 30, 2013, we would have recognized \$8.4 million of non-cash performance share-based compensation expense during the six months ended June 30, 2013. If it becomes probable that the cumulative diluted EPS and ROIC performance targets will be achieved, a cumulative adjustment would be recorded and the remaining compensation expense would be recognized over the remaining performance period. The probability of reaching the targets is evaluated each reporting period. If we later determine that it is no longer probable that the minimum cumulative diluted EPS and ROIC performance targets for the grants would be met, no further compensation expense would be recognized and any previously recognized compensation expense would be reversed. In accordance with the related accounting guidance, none of the unvested restricted shares were included in our share count since the date of grant.

Summary of Stock Option Activity

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding at December 31, 2012	291,510	\$24.96	2.0	\$7,073
Exercised	(40,675)	) \$21.44		
Canceled	—	\$—		
Outstanding at March 31, 2013	250,835	\$25.53	1.8	\$4,441
Exercised	(8,967)	) \$26.33		
Canceled	(1,600)	) \$8.00		
Outstanding at June 30, 2013	240,268	\$25.62	1.6	\$5,886
Vested at June 30, 2013	240,268	\$25.62	1.6	\$5,886

No stock options have been granted since 2007. As of June 30, 2013, there was no unrecognized compensation expense related to stock options.

The aggregate intrinsic values in the table above represent the total pretax intrinsic values (the differences between our closing stock price and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on that date. This amount changes based on the fair market value of our stock. Total intrinsic value of options exercised during the six months ended June 30, 2013 and 2012 was \$1.1 million and \$3.0 million, respectively.

Our net cash proceeds from the exercise of stock options were \$1.1 million and \$2.0 million for the six months ended June 30, 2013 and 2012, respectively. The excess income tax benefit realized from stock option exercises and restricted stock vesting was \$4.6 million and \$8.4 million, respectively, for those same periods. In accordance with the related accounting guidance, this tax benefit is presented as a financing cash inflow. There is a corresponding cash outflow included in cash flows from operating activities.

Employee Stock Purchase Plan

Our ESPP provides for the sale of up to 1,500,000 shares of our common stock to our employees at discounted purchase prices. The cost per share under this plan is 90% of the fair market value of our common stock on the last day of the purchase period, as defined. The current purchase period for employees under the ESPP began July 1, 2013 and ends December 31, 2013. Compensation expense under the ESPP is estimated based on the discount of 10% at the end of the purchase period. During the six months ended June 30, 2013, \$0.6 million was withheld from employees for the purpose of purchasing shares under the ESPP. There were 1,274,387 shares of common stock available for purchase under the ESPP as of June 30, 2013.

LIFE TIME FITNESS, INC. AND SUBSIDIARIES
 NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

Share Repurchase Plans

In June 2006, our Board of Directors authorized the repurchase of up to 500,000 shares of our common stock from time to time in the open market or otherwise for the primary purpose of offsetting the dilutive effect of shares issued under our ESPP. During the first six months of 2013, we repurchased 13,433 shares for approximately \$0.6 million. As of June 30, 2013, there were 274,387 remaining shares authorized to be repurchased for this purpose.

In August 2011, our Board of Directors authorized the repurchase of up to \$60 million of our outstanding common stock from time to time through open market or privately negotiated transactions. The authorization to repurchase shares terminates when the aggregate repurchase amount totals \$60 million or at the close of business on August 17, 2013, whichever occurs first. The share repurchase program does not obligate us to repurchase any dollar amount or number of shares of our common stock and the program may be extended, modified, suspended or discontinued at any time. During the six months ended June 30, 2013, we repurchased 629,334 shares under this program for approximately \$28.2 million. As of June 30, 2013, there was \$12.7 million remaining authorized under this program.

3. Earnings per Share

Basic EPS is computed by dividing net income applicable to common shareholders by the weighted average number of shares of common stock outstanding for each period. Diluted EPS is computed similarly to basic EPS, except that the denominator is increased for the conversion of any dilutive common stock equivalents, the assumed exercise of dilutive stock options using the treasury stock method and unvested restricted stock awards using the treasury stock method. Stock options excluded from the calculation of diluted EPS because the option exercise price was greater than the average market price of the common share were 2,477 and 30,037 for the three months ended June 30, 2013 and 2012, respectively, and 15,540 and 2,477 for the six months ended June 30, 2013 and 2012, respectively.

The basic and diluted EPS calculations are shown below:

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2013	2012	June 30, 2013	2012
Net income	\$33,187	\$30,292	\$61,288	\$55,964
Weighted average number of common shares outstanding – basic	41,456	41,462	41,376	41,313
Effect of dilutive stock options	94	119	91	124
Effect of dilutive restricted stock awards	109	169	177	340
Weighted average number of common shares outstanding – diluted	41,659	41,750	41,644	41,777
Basic earnings per common share	\$0.80	\$0.73	\$1.48	\$1.35
Diluted earnings per common share	\$0.80	\$0.73	\$1.47	\$1.34

4. Operating Segment

Our operations are conducted mainly through our distinctive and large, multi-use sports and athletic, professional fitness, family recreation and spa centers in a resort-like environment. We aggregate the activities of our centers and other ancillary products and services into one reportable segment. Each of the centers has similar economic characteristics, services, product offerings and customers, and in-center revenues are derived primarily from services to our members. Each of the other ancillary products and services either directly or indirectly, through advertising or branding, complement the operations of the centers. Our chief operating decision maker, our Chief Executive Officer, uses EBITDA as the primary measure of operating segment performance.

LIFE TIME FITNESS, INC. AND SUBSIDIARIES
 NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

The following table presents revenue for the three and six months ended June 30, 2013 and 2012:

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2013	2012	June 30, 2013	2012
Membership dues	\$194,816	\$184,895	\$381,190	\$360,365
Enrollment fees	3,573	3,929	6,969	7,883
Personal training	46,794	42,777	92,808	84,537
Other in-center revenue	50,481	47,341	96,438	90,197
Total center revenue	295,664	278,942	577,405	542,982
Other revenue	12,444	9,362	21,450	13,769
Total revenue	\$308,108	\$288,304	\$598,855	\$556,751

5. Supplemental Cash Flow Information

Decreases (increases) in operating assets and increases (decreases) in operating liabilities are as follows:

	For the Six Months Ended	
	June 30, 2013	2012
Accounts receivable, net	\$960	\$(594)
Income tax receivable	(1,813)	) 5,022
Center operating supplies and inventories	(2,968)	) (3,843)
Prepaid expenses and other current assets	(1,665)	) (365)
Deferred membership origination costs	305	(380)
Accounts payable	(7,888)	) (3,141)
Accrued expenses	5,892	23,704
Deferred revenue	1,349	1,710
Deferred rent liability	7,715	8,773
Other liabilities	(161)	) 564
Changes in operating assets and liabilities	\$1,726	\$31,450

We made cash payments for income taxes of \$35.6 million and \$21.8 million for the six months ended June 30, 2013 and 2012, respectively.

We made cash payments for interest, net of capitalized interest, of \$10.8 million and \$11.7 million for the six months ended June 30, 2013 and 2012, respectively. Capitalized interest was \$1.2 million and \$0.6 million for the same periods.

Construction accounts payable was \$40.2 million and \$16.7 million at June 30, 2013 and 2012, respectively.

LIFE TIME FITNESS, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

6. Commitments and Contingencies

Litigation — We are engaged in proceedings incidental to the normal course of business. Due to their nature, such legal proceedings involve inherent uncertainties, including but not limited to court rulings, negotiations between affected parties and governmental intervention. We have established reserves for matters that are probable and estimable in amounts we believe are adequate to cover reasonable adverse judgments not covered by insurance. These reserves are not material to our consolidated financial statements. Based upon the information available to us and discussions with legal counsel, it is our opinion that the outcome of the various legal actions and claims that are incidental to our business will not have a material adverse impact on our consolidated financial position, results of operations or cash flows. Such matters are subject to many uncertainties, and the outcome of individual matters are not predictable with assurance.

7. Recent Accounting Pronouncements

In July 2012, the Financial Accounting Standards Board ("FASB") updated guidance on intangible asset impairment testing. The guidance became effective for us in 2013. The amendments in this update allow companies to first assess qualitative factors to determine whether it is necessary to perform a quantitative impairment test. Under the update, a company will not be required to calculate the fair value of an indefinite-lived intangible asset unless the company determines, based on qualitative assessment, that it is not more likely than not, the indefinite-lived intangible asset is impaired. The amendments include a number of events and circumstances for an entity to consider in conducting the qualitative assessment. The implementation of the guidance did not have a material impact on our consolidated financial statements.

In February 2013, the FASB issued guidance adding new disclosure requirements for items reclassified out of accumulated other comprehensive income ("AOCI"), which became effective for us in 2013. The guidance is intended to help entities improve the transparency of changes in other comprehensive income ("OCI") and items reclassified out of AOCI in financial statements. It does not amend any existing requirements for reporting net income or OCI in financial statements. The implementation of the guidance did not have an impact on our consolidated financial statements.

8. Derivative Instruments

As part of our financial risk management program, we may periodically use interest rate swaps to manage known market exposures. Terms of derivative instruments are structured to match the terms of the risk being managed and are generally held to maturity.

In August 2011, we entered into an interest rate swap contract that effectively fixed the rates paid on a total of \$200.0 million of variable rate borrowings at 1.32% plus the applicable spread (which depends on our EBITDAR leverage ratio) until June 2016. EBITDAR is a non-GAAP, non-cash measure which consists of net income plus interest expense, net, provision for income taxes, depreciation and amortization and rent expense. We pay 1.32% and receive LIBOR on the notional amount of \$200.0 million. The contract has been designated a cash flow hedge against interest rate volatility. In accordance with applicable accounting guidance, changes in the fair value of the swap contract are recorded in accumulated other comprehensive (loss) income, net of tax. As of June 30, 2013, the \$2.2 million fair value loss, net of tax, of the swap contract was recorded as accumulated other comprehensive loss in the shareholders' equity section of our consolidated balance sheets and the \$3.7 million gross fair value of the swap contract was included in long-term debt.

On an ongoing basis, we assess whether the interest rate swap used in this hedging transaction is "highly effective" in offsetting changes in the fair value or cash flow of the hedged item by comparing the current terms of the swap and the debt to assure they continue to coincide and through an evaluation of the continued ability of the counterparty to the swap to honor its obligations under the swap. No ineffectiveness was experienced in the interest rate swap during the six months ended June 30, 2013. If it is determined that the derivative is not highly effective as a hedge or hedge

accounting is discontinued, any change in fair value of the derivative since the last date at which it was determined to be effective would be recognized in earnings.

LIFE TIME FITNESS, INC. AND SUBSIDIARIES
 NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

9. Fair Value Measurements

The accounting guidance establishes a framework for measuring fair value and expanded disclosures about fair value measurements. The guidance applies to all assets and liabilities that are measured and reported on a fair value basis. This enables the reader of the financial statements to assess the inputs used to develop those measurements by establishing a hierarchy for ranking the quality and reliability of the information used to determine fair values. The guidance requires that each asset and liability carried at fair value be classified into one of the following categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

Fair Value Measurements on a Recurring Basis

The fair value of the interest rate swap is determined using observable current market information such as the prevailing LIBOR interest rates, LIBOR yield curve rates and current fair values as quoted by recognized dealers, and also includes consideration of counterparty credit risk. The following table presents the fair value of our derivative financial instrument as of June 30, 2013 and December 31, 2012:

	Total Fair Value	Fair Value Measurements Using:		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Interest rate swap liability as of June 30, 2013	\$3,740	\$—	\$3,740	\$—
Interest rate swap liability as of December 31, 2012	\$6,052	\$—	\$6,052	\$—

Fair Value Measurements on a Nonrecurring Basis

Assets and liabilities that are measured at fair value on a nonrecurring basis relate primarily to our tangible fixed assets, goodwill and other intangible assets, which are remeasured when the derived fair value is below carrying value on our consolidated balance sheets. For these assets, we do not periodically adjust carrying value to fair value except in the event of impairment. If we determine that impairment has occurred, the carrying value of the asset would be reduced to fair value and the difference would be recorded as a loss within operating income in our consolidated statements of operations.

We had no remeasurements of such assets or liabilities to fair value during the six months ended June 30, 2013 or June 30, 2012.

Financial Assets and Liabilities Not Measured at Fair Value

The carrying amounts related to cash and cash equivalents (Level 1), accounts receivable, income tax receivable, accounts payable and accrued liabilities approximate fair value due to the relatively short maturities of such instruments.

The fair value of our long-term debt and capital leases are estimated based on estimated current rates for debt with similar terms, credit worthiness and the same remaining maturities. For variable rate loans that re-price frequently, fair values are based on carrying values. The fair value of fixed rate loans is estimated based on the discounted cash flows of the loans using current market rates, which are estimated based on recent financing transactions (Level 3).

LIFE TIME FITNESS, INC. AND SUBSIDIARIES
 NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(Table amounts in thousands, except share and per share data)

The fair value estimates presented are based on information available to us as of June 30, 2013. These fair value estimates have not been comprehensively revalued for purposes of these consolidated financial statements since that date, and current estimates of fair values may differ significantly.

The following table presents the carrying value and the estimated fair value of long-term debt:

	June 30, 2013		December 31, 2012	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Fixed-rate debt	\$444,334	\$449,176	\$396,591	\$403,659
Obligations under capital leases	15,032	15,201	15,441	15,582
Floating-rate debt	276,055	276,055	292,437	292,437
Total	\$735,421	\$740,432	\$704,469	\$711,678

10. Changes in Accumulated Other Comprehensive Income by Component

The following table presents information about accumulated other comprehensive income (loss) by component for the six months ended June 30, 2013 (net of tax):

	Gains (Losses) on Cash Flows Hedge	Foreign Currency Translation Adjustments	Accumulated Other Comprehensive Loss
Balance at December 31, 2012	\$(3,631)	\$(1,170)	\$(4,801)
Other comprehensive income	321	(584)	(263)
Balance at March 31, 2013	(3,310)	(1,754)	(5,064)
Other comprehensive income	1,067	(1,123)	(56)
Balance at June 30, 2013	\$(2,243)	\$(2,877)	\$(5,120)

11. Subsequent Event

On July 24, 2013, we agreed to amend and extend effective July 31, 2013 our Third Amended and Restated Credit Agreement (the "Credit Agreement") with U.S. Bank National Association, as administrative agent and lender, and other lenders from time to time a party thereto. The material amendments to the Credit Agreement are (i) an increase to the amount of the facility from \$660.0 million to \$860.0 million, which may be increased by an additional \$240.0 million upon the exercise of an accordion feature if one or more lenders commit the additional \$240.0 million and (ii) an extension of the term of the facility to July 31, 2018. Of the increase in the facility, \$100.0 million comes in the form of a term loan on July 31, 2013 that amortizes at the rate of 5.0% of the original term loan amount on an annual basis. The facility remains floating rate with a spread over LIBOR or Prime. The spreads under the leverage-based pricing grid in the facility remain unchanged, as do the financial covenant ratio thresholds.

Item 2.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

This discussion contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can usually be identified by the use of terminology such as "anticipate," "believe," "continue," "could," "estimate," "evolve," "expect," "forecast," "intend," "looking ahead," "may," "opinion," "plan," "potential," "project," "should," "will" and similar words or expressions. Forward-looking statements are subject to certain risks and uncertainties that could cause the Company's actual results in the future to differ materially from its historical results and those presently anticipated or projected. Among these factors are attracting and retaining members, risks related to our debt levels and debt covenants, the ability to access our existing credit facility and obtain additional financing, strains on our business from continued and future growth, including potential acquisitions and other strategic initiatives, risks related to maintenance and security of our data, potential recognition of compensation expense related to performance-based stock grants, competition from other health and fitness centers, identifying and acquiring suitable sites for new centers, delays in opening new centers and other factors set forth in the risk factor section of the Company's annual report on Form 10-K filed with the SEC.

The Company cautions investors not to place undue reliance on any such forward-looking statements, which speak only as of the date on which such statements were made. The Company undertakes no obligation to update such statements to reflect events or circumstances arising after such date.

Overview

We operate distinctive and large, multi-use sports and athletic, professional fitness, family recreation and spa centers in a resort-like environment. As of July 26, 2013, we operated 106 centers primarily in residential locations across 29 markets in 23 states and one Canadian province under the LIFE TIME FITNESS® and LIFE TIME ATHLETIC® brands.

We compare the results of our centers based on how long the centers have been open at the most recent measurement period. We include a center for same center revenue purposes beginning on the first day of the thirteenth full calendar month of the center's operation, prior to which time we refer to the center as a new center. We include an acquired center for same center revenue purposes beginning on the first day of the thirteenth full calendar month after we assumed the center's operations.

As we grow our presence in existing markets by opening new centers, we expect to attract some memberships away from our other existing centers in those markets, reducing revenue and initially lowering the memberships of those existing centers. In addition, as a result of new center openings in existing markets, and because older centers will represent an increasing proportion of our center base over time, our same center revenue may be lower in future periods than in the past. Of the three new large format centers we plan to open in 2013, one of which is already open, two will be in existing markets. We do not expect that operating costs of our planned new centers will be significantly higher than centers opened in the past, and we also do not expect that the planned increase in the number of centers will have a material adverse effect on the overall financial condition or results of operations of existing centers.

We define memberships in two ways: Access memberships and Non-Access memberships. The Non-Access membership is designed for members who do not have access to a center or have minimal access to a center, but still want to maintain certain member benefits. As of June 30, 2013, we had 812,866 total memberships, including 713,138 Access memberships and 99,728 Non-Access memberships.

We measure performance using such key operating statistics as member satisfaction ratings, return on invested capital, average revenue per membership, average in-center revenue per membership and center operating expenses, with an emphasis on payroll, as a percentage of sales and same center revenue growth. We use center revenue,

EBITDA and EBITDA margins to evaluate overall performance and profitability on an individual center basis. In addition, we focus on several membership statistics on a center-level and system-wide basis. These metrics include change in center Access membership levels and growth of system-wide memberships; percentage center Access membership to target capacity; center Access membership usage; center Access membership mix among individual, couple and family memberships; Non-Access memberships and center attrition rates.

Attrition for the three months ended June 30, 2013 was 8.2% compared to 7.6% for the three months ended June 30, 2012. This increase was driven primarily by Non-Access membership terminations. Attrition for the trailing 12-months ended June 30, 2013, was 34.5% compared to 31.9% for the trailing 12-months at June 30, 2012. The increase was driven primarily by Non-Access membership terminations and the Lifestyle Family Fitness acquisition. We have three primary sources of revenue:

First, our largest source of revenue is membership dues (63.7% of total revenue for the six months ended June 30, 2013, compared to 64.7% for the six months ended June 30, 2012) and enrollment fees (1.2% of total revenue for the six months ended June 30, 2013, down from 1.4% for the six months ended June 30, 2012). We recognize revenue from monthly membership dues in the month to which they pertain.

Second, we generate revenue within a center, which we refer to as in-center revenue or in-center businesses (31.5% of total revenue for the six months ended June 30, 2013, up from 31.4% for the six months ended June 30, 2012), including fees for personal training, registered dietitians, group fitness training and other member activities, sales of products at our cafés, sales of products and services offered at our spas and tennis programs.

Third, we have expanded the LIFE TIME FITNESS® brand into other health and wellness-related offerings that generate revenue, which we refer to as other revenue or ancillary businesses (3.6% of total revenue for the six months ended June 30, 2013, up from 2.5% for the six months ended June 30, 2012), including media, athletic events and related services, including our race registration and timing businesses, our health promotion programs and training and certification programs. Our primary media offering is our magazine, Experience Life®.

We have five primary sources of operating expenses:

Center operations expenses (57.9% of total revenue for the six months ended June 30, 2013, down from 58.8% for the six months ended June 30, 2012) consist primarily of salaries, commissions, payroll taxes, benefits, real estate taxes and other occupancy costs, utilities, repairs and maintenance, supplies, administrative support and communications to operate our centers.

Advertising and marketing expenses (3.4% of total revenue for the six months ended June 30, 2013, down from 3.6% for the six months ended June 30, 2012) consist of our marketing department costs and media and advertising costs to support and grow center membership levels, in-center businesses, new center openings and our ancillary businesses.

General and administrative expenses (5.2% of total revenue for the six months ended June 30, 2013, up from 4.9% for the six months ended June 30, 2012) include costs relating to our centralized support functions, such as accounting, information systems, procurement, real estate and development and member relations.

Other operating expenses (4.7% of total revenue for the six months ended June 30, 2013, up from 3.8% for the six months ended June 30, 2012) include the costs associated with our media, health and athletic events businesses and other corporate expenses, as well as gains or losses on our disposal of assets.

Depreciation and amortization (9.9% of total revenue for the six months ended June 30, 2013, down from 10.1% for the six months ended June 30, 2012) are computed primarily using the straight-line method over estimated useful lives of the assets. Leasehold improvements are amortized using the straight-line method over the shorter of the lease term or the estimated useful life of the improvement.

Our total operating expenses may vary from period to period depending on the number of new centers opened during that period, the number of centers engaged in presale activities and the performance of our in-center and ancillary businesses.

Our primary capital expenditures relate to the construction of new centers and updating and maintaining our existing centers. The land acquisition, construction and equipment costs for a current model center can vary considerably based on variability in land cost, the cost of construction labor and the size or amenities of the center, including the addition of tennis facilities, an expanded gymnasium or other facilities. We perform maintenance and make improvements on our centers and equipment throughout each year. We conduct a more thorough remodeling project at each center approximately every four to six years.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S., or GAAP, requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Ultimate results could differ from those estimates. In recording transactions and balances resulting from business operations, we use estimates based on the best information available. We use estimates for such items as depreciable lives, probability of meeting certain performance targets, tax provisions and deferred personal training revenue. We also use estimates for calculating the amortization period for deferred enrollment fee revenue and associated direct costs, which are based on the historical estimated average membership life. We revise the recorded estimates when better information is available, facts change or we can determine actual amounts. These revisions can affect operating results.

Our critical accounting policies and use of estimates are discussed in and should be read in conjunction with the annual consolidated financial statements and notes included in the latest Form 10-K, as filed with the SEC, which includes audited consolidated financial statements for our three fiscal years ended December 31, 2012.

Results of Operations

The following table sets forth our statements of operations data as a percentage of total revenue and also sets forth other financial and operating data:

	For the Three Months Ended		For the Six Months Ended		
	June 30, 2013	2012	June 30, 2013	2012	
REVENUE:					
Membership dues	63.2	% 64.1	% 63.7	% 64.7	%
Enrollment fees	1.2	1.4	1.2	1.4	
In-center revenue	31.6	31.3	31.5	31.4	
Total center revenue	96.0	96.8	96.4	97.5	
Other revenue	4.0	3.2	3.6	2.5	
Total revenue	100.0	100.0	100.0	100.0	
OPERATING EXPENSES:					
Center operations	57.4	57.8	57.9	58.8	
Advertising and marketing	3.1	3.4	3.4	3.6	
General and administrative	5.1	4.8	5.2	4.9	
Other operating	4.9	4.4	4.7	3.8	
Depreciation and amortization	9.7	10.0	9.9	10.1	
Total operating expenses	80.2	80.4	81.1	81.2	
Income from operations (operating profit)	19.8	19.6	18.9	18.8	
OTHER INCOME (EXPENSE):					
Interest expense, net	(2.1	) (2.2	) (2.1	) (2.3)
Equity in earnings of affiliate	0.1	0.1	0.1	0.1	
Total other income (expense)	(2.0	) (2.1	) (2.0	) (2.2)
INCOME BEFORE INCOME TAXES	17.8	17.5	16.9	16.6	
PROVISION FOR INCOME TAXES	7.0	7.0	6.7	6.5	
NET INCOME	10.8	% 10.5	% 10.2	% 10.1	%
Other financial data:					
Same-center revenue growth (open 13 months or longer) (1)	4.8	% 4.2	% 4.2	% 4.8	%
Same-center revenue growth (open 37 months or longer) (1)	3.8	% 3.6	% 3.4	% 4.3	%
Average center revenue per Access membership (2)	\$416	\$396	\$821	\$778	
Average in-center revenue per Access membership (3)	\$139	\$129	\$272	\$253	
Trailing 12-month attrition rate (4)	34.5	% 31.9	% 34.5	% 31.9	%
Quarterly attrition rate (5)	8.2	% 7.6	% N/A	N/A	
EBITDA (in thousands) (6)	\$91,121	\$85,839	\$173,103	\$161,494	
EBITDA margin (7)	29.6	% 29.8	% 28.9	% 29.0	%
EBITDAR (in thousands) (6)	\$100,809	\$95,521	\$192,530	\$180,760	
EBITDAR margin (8)	32.7	% 33.1	% 32.1	% 32.5	%
Capital expenditures (in thousands) (9)	\$78,288	\$67,625	\$137,433	\$106,102	
Free cash flow (in thousands) (10)	\$(30,065	) \$662	\$(12,979	) \$36,088	

Results of Operations (continued)	For the Three Months Ended		For the Six Months Ended	
	June 30, 2013	2012	June 30, 2013	2012
Operating data (end of period) (11):				
Centers open	106	105	106	105
Center square footage (12)	10,004,755	9,901,108	10,004,755	9,901,108
Memberships:				
Access memberships	713,138	708,585	713,138	708,585
Non-Access memberships	99,728	94,304	99,728	94,304
Total memberships	812,866	802,889	812,866	802,889

(1) Membership dues, enrollment fees and in-center revenue for a center are included in same-center revenue growth – 13 month beginning on the first day of the thirteenth full calendar month of the center’s operation and are included in same-center revenue growth – 37 month beginning on the first day of the thirty-seventh full calendar month of the center’s operation.

(2) Average center revenue per Access membership is total center revenue derived from Access memberships for the period divided by the average number of Access memberships for the period, where the average number of Access memberships for the period is an average derived from dividing the sum of the total Access memberships outstanding at the beginning of the period and at the end of each month during the period by one plus the number of months in each period.

(3) Average in-center revenue per Access membership is total in-center revenue derived from Access memberships for the period divided by the average number of Access memberships for the period, where the average number of Access memberships for the period is an average derived from dividing the sum of the total Access memberships outstanding at the beginning of the period and at the end of each month during the period by one plus the number of months in each period.

(4) Trailing 12-month attrition rate (or annual attrition rate) is calculated as follows: total membership terminations for the trailing 12 months divided into the average beginning month total membership balance for the trailing 12 months.

(5) Quarterly attrition rate is calculated as follows: total membership terminations for the quarter divided into the average beginning month total membership balance for the quarter.

(6) EBITDA is a non-GAAP, non-cash measure which consists of net income plus interest expense, net, provision for income taxes and depreciation and amortization. EBITDAR adds rent expense to EBITDA. These terms, as we define them, may not be comparable to similarly titled measures used by other companies and are not measures of performance presented in accordance with GAAP. We use EBITDA and EBITDAR as measures of operating performance. EBITDA or EBITDAR should not be considered as a substitute for net income, cash flows provided by operating activities or other income or cash flow data prepared in accordance with GAAP. The funds depicted by EBITDA and EBITDAR are not necessarily available for discretionary use if they are reserved for particular capital purposes, to maintain debt covenants, to service debt or to pay taxes.

The following table provides a reconciliation of net income, the most directly comparable GAAP measure, to EBITDA and EBITDAR (in thousands):

	For the Three Months Ended		For the Six Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
Net income	\$33,187	\$30,292	\$61,288	\$55,964
Interest expense, net	6,434	6,545	12,563	12,822
Provision for income taxes	21,483	20,141	39,973	36,887
Depreciation and amortization	30,017	28,861	59,279	55,821
EBITDA	91,121	85,839	173,103	161,494
Rent expense	9,688	9,682	19,427	19,266
EBITDAR	\$100,809	\$95,521	\$192,530	\$180,760

(7) EBITDA margin is the ratio of EBITDA to total revenue.

(8) EBITDAR margin is the ratio of EBITDAR to total revenue.

Capital expenditures represent investments in our new centers, costs related to updating and maintaining our existing centers and other infrastructure investments. For purposes of deriving capital expenditures from our cash flows statement, capital expenditures include our purchases of property and equipment, excluding purchases of property and equipment in accounts payable at period-end, property and equipment purchases financed through notes payable and capital lease obligations, and non-cash share-based compensation capitalized to projects under development.

Free cash flow is a non-GAAP measure consisting of net cash provided by operating activities, less purchases of property and equipment, excluding acquisitions. This term, as we define it, may not be comparable to a similarly titled measure used by other companies and does not represent the total increase or decrease in the cash balance presented in accordance with GAAP. We use free cash flow to monitor cash available for repayment of indebtedness and in discussions with the investment community. The funds depicted by free cash flow are not necessarily available for discretionary use if they are reserved for particular capital purposes, to maintain debt covenants, to service debt or to pay taxes. Free cash flow should not be considered as a substitute for net cash provided by operating activities prepared in accordance with GAAP.

The following table provides a reconciliation of net cash provided by operating activities to free cash flow (in thousands):

	For the Three Months Ended		For the Six Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
Net cash provided by operating activities	\$48,223	\$68,287	\$124,454	\$142,190
Less: Purchases of property and equipment	(78,288)	(67,625)	(137,433)	(106,102)
Free cash flow	\$(30,065)	\$662	\$(12,979)	\$36,088

The operating data presented in these items includes the center owned by Bloomingdale LIFE TIME FITNESS, L.L.C. ("Bloomingdale LLC"), which is jointly-owned with two unrelated organizations. The data presented elsewhere in this section excludes the center owned by Bloomingdale LLC.

The square footage presented in this table reflects fitness square footage, which we believe is the best metric for the efficiencies of a facility. We exclude outdoor swimming pools, outdoor play areas, tennis courts and satellite facility square footage. These figures are approximations.

Three Months Ended June 30, 2013 Compared to Three Months Ended June 30, 2012

Total revenue. Total revenue increased \$19.8 million, or 6.9%, to \$308.1 million for the three months ended June 30, 2013, from \$288.3 million for the three months ended June 30, 2012.

Total center revenue grew \$16.8 million, or 6.0%, to \$295.7 million for the three months ended June 30, 2013, from \$278.9 million for the three months ended June 30, 2012. Of the \$16.8 million increase in total center revenue, 59.3% was from membership dues, which increased \$9.9 million, or 5.4%, due to higher average dues and increased memberships, primarily at centers open less than 37 months. Our number of Access memberships increased 0.6% to 713,138 at June 30, 2013, from 708,585 at June 30, 2012.

42.8% was from in-center revenue, which increased \$7.2 million, or 7.9%, primarily as a result of a \$4.0 million increase in personal training revenue and a \$2.0 million increase in sales of our LifeSpa and LifeCafe products and services. Average in-center revenue per Access membership increased 7.2% to \$139 for the three months ended June 30, 2013, from \$129 for the three months ended June 30, 2012.

(2.1)% was from enrollment fees, which are deferred until a center opens and recognized on a straight-line basis over our estimated average membership life. The estimated average membership life is 33 months. Enrollment fees decreased \$0.3 million for the three months ended June 30, 2013 to \$3.6 million. The revenue recognized from enrollment fees was lower in the second quarter of 2013 as compared to the second quarter of 2012 primarily due to lower total enrollment fees over the deferral period.

Other revenue increased \$3.1 million, or 32.9%, to \$12.4 million for the three months ended June 30, 2013, from \$9.4 million for the three months ended June 30, 2012. This increase was primarily due to a \$2.0 million increase in athletic events and related businesses revenue and a \$0.9 million increase in our media business revenue.

Center operations expenses. Center operations expenses totaled \$176.8 million, or 59.8% of total center revenue (or 57.4% of total revenue), for the three months ended June 30, 2013, compared to \$166.6 million, or 59.7% of total center revenue (or 57.8% of total revenue), for the three months ended June 30, 2012. This \$10.2 million increase primarily consisted of an increase of \$6.4 million in additional payroll-related costs to support increased memberships and in-center revenue growth at our centers. Center operations expenses decreased as a percent of total revenue due primarily to leverage provided by dues growth.

Advertising and marketing expenses. Advertising and marketing expenses were \$9.6 million, or 3.1% of total revenue, for the three months ended June 30, 2013, compared to \$9.7 million, or 3.4% of total revenue, for the three months ended June 30, 2012.

General and administrative expenses. General and administrative expenses were \$15.7 million, or 5.1% of total revenue, for the three months ended June 30, 2013, compared to \$13.9 million, or 4.8% of total revenue, for the three months ended June 30, 2012. This increase of \$1.8 million is primarily related to information technology initiatives to support our continued growth.

Other operating expenses. Other operating expenses were \$15.2 million for the three months ended June 30, 2013, compared to \$12.8 million for the three months ended June 30, 2012. This increase is primarily due to growth in infrastructure and operating costs to support the \$3.1 million increase in other revenue.

Depreciation and amortization. Depreciation and amortization was \$30.0 million for the three months ended June 30, 2013, compared to \$28.9 million for the three months ended June 30, 2012. This increase was primarily due to the depreciation on the three new facilities opened in 2012 and the facility opened in April 2013.

Interest expense, net. Interest expense, net of interest income, was \$6.4 million for the three months ended June 30, 2013, compared to \$6.5 million for the three months ended June 30, 2012.

Provision for income taxes. The provision for income taxes was \$21.5 million for the three months ended June 30, 2013, compared to \$20.1 million for the three months ended June 30, 2012. This \$1.4 million increase was primarily due to an increase in income before income taxes of \$4.2 million. The effective income tax rate for the three months ended June 30, 2013 was 39.3% compared to 39.9% for the three months ended June 30, 2012.

Net income. As a result of the factors described above, net income was \$33.2 million, or 10.8% of total revenue, for the three months ended June 30, 2013, compared to \$30.3 million, or 10.5% of total revenue, for the three months ended June 30, 2012.

Six Months Ended June 30, 2013 Compared to Six Months Ended June 30, 2012

Total revenue. Total revenue increased \$42.1 million, or 7.6%, to \$598.9 million for the six months ended June 30, 2013, from \$556.8 million for the six months ended June 30, 2012.

Total center revenue grew \$34.4 million, or 6.3%, to \$577.4 million for the six months ended June 30, 2013, from \$543.0 million for the six months ended June 30, 2012. Of the \$34.4 million increase in total center revenue,

- 60.5% was from membership dues, which increased \$20.8 million, or 5.8%, due to higher average dues and increased memberships, primarily at centers open less than 37 months. Our number of Access memberships increased 0.6% to 713,138 at June 30, 2013, from 708,585 at June 30, 2012.

42.2% was from in-center revenue, which increased \$14.5 million, or 8.3%, primarily as a result of a \$8.3 million increase in personal training revenue, a \$3.9 million increase in sales of our LifeSpa and LifeCafe products and services and a \$2.3 million increase in our member activities revenue. Average in-center revenue per Access membership increased to \$272 for the six months ended June 30, 2013, from \$253 for the six months ended June 30, 2012.

(2.7)% was from enrollment fees, which are deferred until a center opens and recognized on a straight-line basis over our estimated average membership life. The estimated average membership life is 33 months. Enrollment fees decreased \$0.9 million for the six months ended June 30, 2013 to \$7.0 million. The revenue recognized from enrollment fees was lower in the first half of 2013 as compared to the first half of 2012 primarily due to lower total enrollment fees over the deferral period.

Other revenue increased \$7.7 million, or 55.8%, to \$21.5 million for the six months ended June 30, 2013, from \$13.8 million for the six months ended June 30, 2012. This increase was primarily due to a \$6.5 million increase in athletic events and related businesses revenue.

Center operations expenses. Center operations expenses totaled \$346.8 million, or 60.1% of total center revenue (or 57.9% of total revenue), for the six months ended June 30, 2013, compared to \$327.3 million, or 60.3% of total center revenue (or 58.8% of total revenue), for the six months ended June 30, 2012. This \$19.5 million increase primarily consisted of an increase of \$12.4 million in additional payroll-related costs to support increased memberships and in-center revenue growth at our centers. Center operations expenses decreased as a percent of total revenue due primarily to leverage provided by dues growth.

Advertising and marketing expenses. Advertising and marketing expenses were \$20.6 million, or 3.4% of total revenue, for the six months ended June 30, 2013, compared to \$20.0 million, or 3.6% of total revenue, for the six months ended June 30, 2012.

General and administrative expenses. General and administrative expenses were \$31.1 million, or 5.2% of total revenue, for the six months ended June 30, 2013, compared to \$27.6 million, or 4.9% of total revenue, for the six months ended June 30, 2012. This increase of \$3.5 million is primarily related to information technology initiatives to support our continued growth.

Other operating expenses. Other operating expenses were \$28.1 million for the six months ended June 30, 2013, compared to \$21.2 million for the six months ended June 30, 2012. This increase is primarily due to growth in infrastructure and operating costs to support the \$7.7 million increase in other revenue.

Depreciation and amortization. Depreciation and amortization was \$59.3 million for the six months ended June 30, 2013, compared to \$55.8 million for the six months ended June 30, 2012. This increase was primarily due to the depreciation on the three new facilities opened in 2012 and one facility opened in April 2013.

Interest expense, net. Interest expense, net of interest income, was \$12.6 million for the six months ended June 30, 2013, compared to \$12.8 million for the six months ended June 30, 2012.

Provision for income taxes. The provision for income taxes was \$40.0 million for the six months ended June 30, 2013, compared to \$36.9 million for the six months ended June 30, 2012. This \$3.1 million increase was primarily due to an increase in income before income taxes of \$8.4 million. The effective income tax rate for the six months ended June 30, 2013 was 39.5% compared to 39.7% for the six months ended June 30, 2012.

Net income. As a result of the factors described above, net income was \$61.3 million, or 10.2% of total revenue, for the six months ended June 30, 2013, compared to \$56.0 million, or 10.1% of total revenue, for the six months ended June 30, 2012.

Liquidity and Capital Resources

Liquidity

Historically, we have satisfied our liquidity needs through cash flow provided by operations, various debt arrangements and sales of equity. Our principal liquidity needs have included the development of new centers, debt service requirements, share repurchases and expenditures necessary to maintain and update our existing centers and associated fitness equipment and may include the acquisition and remodeling of centers we acquire from time to time, as well as acquisitions to support our in-center and ancillary businesses. We believe that we can satisfy our current and longer-term debt service obligations and capital expenditure requirements primarily with cash flow from operations, by the extension of the terms of or refinancing our existing debt facilities, through sale-leaseback transactions and by continuing to raise long-term debt or equity capital, although there can be no assurance that such actions can or will be completed.

In July 2013, we amended, enlarged and extended our revolving credit facility, previously scheduled to mature in June 2016, now scheduled to mature in July 2018. In February 2013, we obtained a mortgage loan in the original principal amount of \$75.0 million on five of our facilities. We expect to use the proceeds from the amended revolving credit facility and the mortgage financing for general corporate purposes, future center expansion and to help fund other growth initiatives.

Our business model operates with negative working capital primarily for two reasons. First, we carry minimal accounts receivable due to our members' monthly membership dues paid by electronic draft. Second, we fund the construction of our new centers under standard arrangements with our vendors that are paid with cash flows from operations or the revolving credit facility.

As of June 30, 2013, we had total cash and cash equivalents of \$13.1 million. We also had \$209.2 million available under the existing terms of our revolving credit facility as of June 30, 2013.

The following table summarizes our capital structure as of June 30, 2013 and December 31, 2012.

	June 30, 2013	December 31, 2012
	(In thousands)	
Debt		
Long-term debt	\$723,133	\$691,867
Current maturities of long-term debt	12,288	12,603
Total debt	735,421	704,470
Shareholders' Equity		
Common stock	858	864
Additional paid-in capital	427,761	447,912
Retained earnings	690,230	628,942
Accumulated other comprehensive loss	(5,120	) (4,801
Total shareholders' equity	1,113,729	1,072,917
Total capitalization	\$1,849,150	\$1,777,387

Operating Activities

Net cash provided by operating activities was \$124.5 million for the six months ended June 30, 2013, compared to \$142.2 million for the six months ended June 30, 2012. This decrease is primarily due to changes in operating liabilities.

Investing Activities

Investing activities consist primarily of purchasing real property, constructing new centers, acquisitions and purchasing new fitness equipment. In addition, we invest in capital expenditures to maintain and update our existing centers. We finance the purchase of our property and equipment by cash payments or by financing through notes payable or capital lease obligations.

Net cash used in investing activities was \$136.0 million for the six months ended June 30, 2013, compared to \$131.0 million for the six months ended June 30, 2012. The increase of \$5.0 million was primarily due to an increase in capital expenditures related to new center construction, partially offset by fewer acquisitions.

Our capital expenditures were as follows:

	For the Six Months Ended June 30,	
	2013	2012
	(In thousands)	
Cash purchases of property and equipment		