

MEDIFAST INC  
Form 4  
June 19, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SHEETZ MARGARET  
MACDONALD**

(Last) (First) (Middle)

**C/O MEDIFAST, INC., 3600  
CRONDALL LANE**

(Street)

**OWINGS MILLS, MD 21117**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MEDIFAST INC [MED]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/19/2013**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President & COO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (D) or Price (A)		
Common Stock	02/19/2013		A		50,000 (1)	A	\$ 0 396,692 D
Common Stock	02/05/2014		A		15,000 (2)	A	\$ 0 411,692 D
Common Stock	03/18/2014		F		1,167	D	\$ 0 410,525 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title Number of Shares		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEETZ MARGARET MACDONALD C/O MEDIFAST, INC. 3600 CRONDALL LANE OWINGS MILLS, MD 21117	X		President & COO	

## Signatures

/s/ Jason L. Groves, Esq.,  
attorney-in-fact

06/19/2014

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Represents a grant of retention shares granted to the reporting person under the 2012 Share Incentive Plan which is comprised of five equal tranches of restricted shares. Each tranche vests in equal increments over a three year period, such that the first tranche began vesting on the first anniversary of the grant date, the second tranche will begin vesting on the second anniversary of the grant date and so forth. The total vesting period for this award is seven years.
- (1) Represents shares issued under the 2012 Share Incentive Plan which is comprised of five equal tranches of restricted shares. Each tranche vests in equal increments over a three year period, such that the first tranche began vesting on the first anniversary of the grant date, the second tranche will begin vesting on the second anniversary of the grant date and so forth. The total vesting period for this award is seven years.
  - (2) Represents shares issued under the 2012 Share Incentive Plan after performance-based conditions were satisfied for the fiscal 2013 performance period. These shares will vest in full on 12/31/2014.

### Remarks:

Exhibit List: Exhibit 24- Limited Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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