

EDIETS COM INC  
Form 10-Q/A  
September 06, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A**

**Amendment No. 1**

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

For the quarterly period ended June 30, 2012.

or

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

For the transition period from        to

Commission File Number: 000-30559

**eDiets.com, Inc.**

(Exact name of registrant as specified in its charter)

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<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>56-0952883</b> (I.R.S. Employer Identification No.)
<b>1000 Corporate Drive, Suite 600</b>  <b>Fort Lauderdale, Florida</b> (Address of principal executive offices)	<b>33334</b> (Zip Code)
<b>(954) 360-9022</b> (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 Exchange Act of 1934 during the past 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

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 the 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 checked="" 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

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of August 10, 2012:

Common Stock, \$.001 par value per share	14,310,534 shares
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**Explanatory Note**

This Amendment No. 1 on Form 10-Q/A amends the Quarterly Report on Form 10-Q of eDiets.com, Inc. for the quarter ended June 30, 2012 filed on August 16, 2012 (the Form 10-Q ) for the sole purpose of furnishing the interactive data files as Exhibit 101 in accordance with Rule 405(a)(2) of Regulation S-T.

No other changes have been made to the Form 10-Q. This Form 10-Q/A speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the Form 10-Q.

**PART II. OTHER INFORMATION**

**Item 6. Exhibits**

- 10.67\* Letter of Intent dated August 10, 2012 by and between As Seen On TV, Inc. and eDiets.com, Inc.
- 31.1\* Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) (17 CFR 240.13a-14(a)).
- 31.2\* Certification of Principal Financial and Accounting Officer Pursuant to Rule 13a-14(a) (17 CFR 240.13a-14(a)).
- 32.1 Section 1350 Certification of Chief Executive Officer of the Company.
- 32.2 Section 1350 Certification of Principal Financial and Accounting Officer of the Company.
- 101.INS<sup>-</sup> XBRL Instance Document.
- 101.SCH<sup>-</sup> XBRL Taxonomy Extension Schema Document.
- 101.CAL<sup>-</sup> XBRL Taxonomy Extension Calculation Linkbase Document.
- 101.DEF<sup>-</sup> XBRL Taxonomy Extension Definition Linkbase Document.
- 101.LAB<sup>-</sup> XBRL Taxonomy Extension Label Linkbase Document.
- 101.PRE<sup>-</sup> XBRL Taxonomy Extension Presentation Linkbase Document.

\* Previously filed.

<sup>-</sup> Previously furnished.

<sup>-</sup> Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability under those sections.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

eDiets.com, Inc.

/s/ Kevin A. Richardson, II  
**Kevin A. Richardson, II**  
**Principal Financial and Accounting Officer**  
**(Duly Authorized Officer)**

DATE: September 5, 2012

**Exhibit Index**

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