EDIETS COM INC
Form 10QSB
August 08, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB

(Mark One)

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

For the quarterly period ended June 30, 2001 Commission File Number 0-30559

eDiets.com, Inc.
(Exact name of small business issuer as specified in its charter)

Delaware	56-0952883
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

3467 W. Hillsboro Boulevard
Deerfield Beach, Florida 33442
(Address of principal executive offices)

(954) 360-9022
(Issuer'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 X No

Indicate the number of shares outstanding of each issuer's classes of common equity, as of the latest practicable date.

At August 6, 2001, there were 13,586,566 shares of common stock, par value $.001 per share, outstanding.

Transitional Small Business Disclosure Format (check one): Yes X No

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

EDIETS.COM, INC.
CONDENSED CONSOLIDATED BALANCE SHEET
June 30, 2001
(In thousands)
(Unaudited)

ASSETS

CURRENT ASSETS:	
Cash and cash equivalents	$ 1,867
Accounts receivable, net	442
Prepaid advertising costs	333
Prepaid expenses and other current assets	226

Total current assets	2,868
Restricted cash	238
Prepaid advertising costs	1,043
Property and equipment, net	930
Total assets	$ 5,079

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES:	
Accounts payable	$ 391
Accrued liabilities	1,593
Current portion of capital lease obligations	120
Deferred revenue	2,174
Total current liabilities	4,278
Capital lease obligations, net of current portion	141
STOCKHOLDERS' EQUITY:	
Common stock	14
Additional paid-in capital	7,308
Unearned compensation	(5)
Accumulated deficit	(6,657)
Total stockholders' equity	660
Total liabilities and stockholders' equity	$ 5,079

The accompanying notes are an integral part of these condensed consolidated financial statements.

EDIETS.COM, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)
(Unaudited)

	Three Months Ended June 30,		Six
	2001	2000	2001

REVENUE	$ 6,149	$ 2,266	$10,519
COSTS AND EXPENSES:			
Cost of revenue	227	110	522
Product development	127	65	208
Sales and marketing	4,555	4,569	7,669
General and administrative	966	756	1,726
Depreciation and amortization	118	82	216
Total costs and expenses	5,993	5,582	10,341
Income (loss) from operations	156	(3,316)	178
Other income, net	3	37	7
Provision for income taxes	(4)	-	(4)
Net income (loss)	$ 155	$(3,279)	$ 181
Earnings (loss) per common share Basic and diluted	$ 0.01	$ (0.25)	$ 0.01
Weighted average common shares outstanding			
Basic	13,562	13,094	13,557
Diluted	14,814	13,094	14,724

The accompanying notes are an integral part of these condensed consolidated financial statements.

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EDIETS.COM, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

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CASH FLOWS FROM OPERATING ACTIVITIES:	
Net income (loss)	$ 18
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:	
Depreciation and amortization	21

Provision (recovery) for bad debt	(
Non-cash compensation	12
Changes in operating assets and liabilities:	
Accounts receivable	22
Prepaid expenses and other current assets	(41
Restricted cash	(11
Accounts payable and accrued liabilities	6
Deferred revenue	82
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	1,08
CASH FLOWS FROM INVESTING ACTIVITIES:	
Purchases of property and equipment	(24
NET CASH USED IN INVESTING ACTIVITIES	(24
CASH FLOWS FROM FINANCING ACTIVITIES:	
Issuance costs of common stock	(1
Repayment of capital lease obligations	(4
NET CASH USED IN FINANCING ACTIVITIES	(5
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	78
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	1,08
CASH AND CASH EQUIVALENTS, END OF PERIOD	$1,86
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES	
Value of warrants issued for services	$ 15
Equipment acquired under capital leases	$ 14

The accompanying notes are an integral part of these condensed consolidated financial statements.

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EDIETS.COM, INC
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2001
(Unaudited)

1. Nature of Operations

eDiets.com, Inc. (the Company) was incorporated in the State of Delaware on March 18, 1996 for the purpose of developing and marketing an Internet-based diet and nutrition program. In addition to a personalized and regularly updated plan, subscribers to the Company's program can also purchase related items and attend online motivational meetings. The Company markets its program primarily through advertising and other promotional arrangements on the World Wide Web.

2. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements included herein have been prepared pursuant to the rules and regulations of the

Securities and Exchange Commission. Certain information and note disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to those rules and regulations. The Company believes that the disclosures made are adequate to make the information presented not misleading. All the adjustments which, in the opinion of management, are considered necessary for a fair presentation of the results of operations for the periods shown are of a normal recurring nature and have been reflected in the unaudited condensed consolidated financial statements. Results of operations for the three and six months ended June 30, 2001 are not necessarily indicative of the results that may be expected for the year ending December 31, 2001. The information included in these unaudited condensed consolidated financial statements should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations contained in this report and the consolidated financial statements and accompanying notes included in the Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2000.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. While the Company believes that such estimates are fair when considered in conjunction with the condensed consolidated financial position and results of operations taken as a whole, the actual amount of such estimates, when known, may vary from these estimates.

3. Stockholders' Equity

In connection with the Company's 1999 Private Placement, the Company had issued 640,625 warrants, each to purchase one share of common stock at an exercise price of $2.50 per share, to the placement agent. The quantity and price of such warrants were subject to adjustment in certain events. On March 28, 2001 an adjustment was made to the quantity and price of the placement agent warrants. Under the terms of the modified warrant agreement, the placement agent and its designees now hold 950,000 warrants, each to purchase one share of common stock at an exercise price of $1.38 per share. Such warrants remain exercisable through November 2004 and under the modified agreement are now redeemable at the option of the Company upon the occurrence of certain events. The excess of the fair value of the new warrants over the value of the original warrants at the date of modification was charged to equity during the quarter ended March 31, 2001.

In January 2001, the Company entered into a consulting agreement whereby the consultant is to work with management to strategize and coordinate all public, media and investor relations efforts of the Company for a one-year period. As compensation to the consultant, the Company issued 400,000 warrants with an exercise price of $0.75 per share. The warrants had immediate vesting and are exercisable through January 2004. The fair value of the warrants totaled approximately $160,000, of which approximately $80,000 has been recognized as compensation expense in the condensed consolidated statement of operations for the six months ended June 30, 2001.

4. Equity Investment

The Company has an investment in a foreign joint venture that is accounted for under the equity method of accounting. Under the equity method of accounting, the Company's share of the investee's earnings or loss is included in consolidated operating results. To date, the Company's basis and current commitment in its investment accounted for under the equity method of accounting have not been significant. As a result, this investment has not significantly impacted the Company's results of operations or its financial position.

5. Earnings (Loss) Per Common Share

Basic earnings (loss) per common share is computed using the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is computed using the weighted average number of common and dilutive potential common shares outstanding during the period. Dilutive potential common shares consist of the incremental common shares issuable upon exercise of stock options and warrants (using the treasury stock method).

The following table sets forth the computation of basic and diluted earnings (loss) per common share (in thousands, except per share information):

	Three Months Ended June 30,	
	2001	2000
Basic earnings (loss) per common share:		
Net income (loss)	$ 155	$(3,279)
Weighted average common shares outstanding	13,562	13,094
Basic earnings (loss) per common share	$ 0.01	$ (0.25)
Diluted earnings (loss) per common share:		
Net income (loss)	$ 155	$(3,279)
Weighted average common shares outstanding	13,562	13,094
Effect of dilutive potential common shares:		
Stock options and warrants	1,252	-
Adjusted weighted average shares and assumed conversions	14,814	13,094
Diluted earnings (loss) per common share	$ 0.01	$ (0.25)

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EDIETS.COM, INC
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

6. Income Taxes

Income tax expense for the three and six months ended June 30, 2001 was $4,000 and relates to a provision for alternative minimum taxes as the Company expects to be able to offset substantially all taxable income for the current year with available net operating loss carryforwards from prior years.

7. Subsequent Event

On July 6, 2001, the Company and DietSmart, Inc. a Delaware corporation

("DietSmart"), entered into a Letter Agreement (the "Letter Agreement"), pursuant to which the Company agreed to acquire all of the outstanding capital stock of DietSmart for (i) 2 million shares of common stock, par value $.001 per share, of the Company, and (ii) $2.5 million in cash, payable in installments with interest beginning on the closing date and continuing over a period of time not to exceed 15 months. The closing of the transaction is conditioned upon, among other things, satisfactory completion by each of the parties of a confirmatory due diligence review and the negotiation and execution of definitive documentation (including employment agreements with certain executive members of DietSmart), which the parties are obligated in good faith to negotiate, execute and deliver. In the event the definitive agreements are not entered into on or prior to August 20, 2001, under certain circumstances, the Company will be obligated to pay DietSmart a fee of $250,000 plus reimburse DietSmart for up to $50,000 of legal expenses incurred by DietSmart in connection with the transaction.

Subsequent to the execution of the Letter Agreement, on July 11, 2001 eDiets loaned DietSmart $50,000.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Certain statements made herein that use the words "may", "will", "anticipate", "continue", "estimate", "project", "intend", "expect", "believe" and similar expressions are intended to identify forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve known and unknown risks and uncertainties which could cause the actual results, performance or achievements of the Company to be materially different from those which may be expressed or implied by such statements. These risks and uncertainties include, among others, changes in general economic and business conditions, changes in product acceptance by consumers, effectiveness of sales and marketing efforts, loss of market share and pressure on prices resulting from competition, and inability to obtain sufficient financing. For additional information regarding these and other risks and uncertainties associated with our business, reference is made to the Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2000 and other reports filed from time to time with the Securities and Exchange Commission. We undertake no obligation to publicly release the result of any revisions to these forward-looking statements, which may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. The following discussion also should be read in conjunction with the Company's Condensed Consolidated Financial Statements and Notes thereto included elsewhere in this report.

OUR BUSINESS

We are one of the original marketers of customized fee-based diet programs exclusively online. We have developed a proprietary software engine that enables us to create a diet program, which we call our eDiets program, that is unique to each consumer and then deliver it directly to the individual's home or office via the Internet.

We also publish eDiets News, a newsletter that is an online diet information resource. We currently email our newsletter four times a week to a community of over 6.2 million consumers who have completed our questionnaire, received a personal profile and have provided us with an email address.

In November 2000, we entered into a joint venture with Unislim Ireland, Limited, the leading weight loss center business in Ireland, to market our online weight loss programs in Europe, Australia and New Zealand. Under the terms of our joint venture agreement, we received a 60% interest in the joint venture primarily in return for the license of our international technology rights to the joint venture. The initial international launch occurred in the United Kingdom in March 2001.

In January 2001, we launched a personalized exercise and fitness program to supplement our basic diet program. Our fitness model contains personalized workout schedules, complete with animated exercise instruction.

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RESULTS OF OPERATIONS

The following table sets forth the results of operations for the Company expressed as a percentage of total revenue:

	Three Months Ended June 30,		Six Mo Ju
	2001	2000	2001
Revenue	100%	100%	100%
Cost of revenue	4	5	5
Product development	2	3	2
Sales and marketing	74	202	73
General and administrative	15	33	16
Depreciation and amortization	2	4	2
Other income, net	*	2	*
Income taxes	*	-	*
Net income (loss)	3	(145)	2

* less than 1%

THREE AND SIX MONTHS ENDED JUNE 30, 2001 AS COMPARED TO THREE AND SIX MONTHS ENDED JUNE 30, 2000

Revenue increased 171% for the three months ended June 30, 2001 compared to the three months ended June 30, 2000 and 209% to $10,519,000 for the six months ended June 30, 2001 compared to $3,400,000 for the same period in 2000. The increase in revenue for the three and six months ended June 30, 2001 was primarily due to the increased number of subscribers to our diet program and, to a lesser extent, an increase in membership prices in the first quarter. Unique members during the three months ended June 30, 2001 were approximately 275,000 as compared to 130,000 unique members for the same period in the prior year. Paying members as of June 30, 2001 were approximately 207,000 compared to 107,000 as of June 30, 2000. The principal reason for the increase in the number of our members was the expansion of our online advertising efforts and the continued success in the Company's internal marketing efforts via its newsletters. Approximately 8% and 7% of our revenues in the three and six months ended June 30, 2001, respectively, came from additional sources of revenue such as opt-in email revenue, advertising revenue, affiliate or commission revenue and e-commerce revenue.

As of June 30, 2001, the Company had deferred revenue of $2,174,000 relating to membership payments for which services had not yet been provided.

Cost of revenue consists primarily of Internet access and service charges, revenue sharing costs, consulting costs for professionals that provide online meetings, and salary payments to the Company's nutritional staff. Cost of revenue increased to $227,000 and $522,000 for the three and six months ended June 30, 2001, respectively, as compared to $110,000 and $238,000 for the same periods in the prior year, respectively. The dollar increases were primarily attributable to increased revenue sharing costs and additional personnel costs incurred for our nutritional staff.

Product development costs consist primarily of salary payments to our development staff and related expenditures for technology and software development. Product development expenses increased to $127,000 and $208,000 for the three and six months ended June 30, 2001, respectively, as compared to $65,000 and $108,000 for the corresponding periods in the prior year, respectively. The dollar increases were primarily due to additional personnel costs related to creating and testing new design concepts and tools to be used throughout the Company's web site.

Sales and marketing expenses consist primarily of Internet advertising expenses and are generally incurred prior to the recognition of revenues from sales generated from those efforts. Sales and marketing expenses decreased by $14,000 for the three months ended June 30, 2001, and increased by $1,519,000 for the six months ended June 30, 2001, as compared to the same periods in the prior year. The change in sales and marketing expenses was primarily due to the Company's more extensive advertising placements with major Internet portals, including several of the American Online websites, Women.com, iVillage, Microsoft and eUniverse offset by the minimal use of offline advertising in the current periods. Included in sales and marketing expenses for the 2000 periods is a $3.0 million expense related to the offline advertising campaign that began in the second quarter of 2000. This campaign, which was the first offline advertising campaign for the Company, consisted of radio commercials and print advertisements in magazines targeted to potential members. New members from the campaign were less than expected and as a result the Company terminated its agreement with its advertising agency in June 2000 and halted any future offline advertising spending not already committed. At June 30, 2001, the Company had approximately $1,376,000 of prepaid advertising related to future advertising with these Internet portals.

General and administrative expenses consist primarily of salaries, overhead and related costs for general corporate functions, including professional fees. General and administrative expenses increased to $966,000 and $1,726,000 for the three and six months ended June 30, 2001, respectively, from $756,000 and $1,398,000 for the same periods in the prior year, respectively. The dollar increases were primarily due to increases in personnel costs, professional fees and general overhead.

Depreciation and amortization expenses increased to $118,000 and $216,000 for the three and six months ended June 30, 2001, respectively, from $82,000 and $140,00 for the corresponding periods in the prior year, respectively. The increases were primarily attributable to a greater amount of property and equipment subject to depreciation and amortization as compared to the same periods in the prior year.

Other income, net, which consists primarily of interest income, decreased by $34,000 and $104,000 for the three and six months ended June 30, 2001, respectively, from the corresponding periods in the prior year. The decrease was primarily due to a lower average invested cash balance for the current periods as compared to the same periods in the prior year.

Income tax expense for the three and six months ended June 30, 2001 relate to a provision for alternative minimum taxes as the Company expects to be able to offset substantially all taxable income for the current year with available net operating loss carryforwards from prior years.

As a result of the factors discussed above, we recorded net income of $155,000 and $181,000 for the three and six months ended June 30, 2001, respectively, compared to a net loss of $3,279,000 and $4,523,000 in the same periods in the prior year, respectively.

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LIQUIDITY AND CAPITAL RESOURCES

As of June 30, 2001, the Company had cash and cash equivalents of $1,867,000. For the six months ended June 30, 2001, net cash provided by operating activities of $1,085,000 was primarily due to an increase in deferred revenue and a decrease in accounts receivable. Net cash used in investing activities was $249,000 and related to purchases of computer equipment and furniture. Net cash used in financing activities was $56,000 for the period and was principally used for the repayment of capital lease obligations.

We have online advertising commitments with major Internet portals totaling approximately $7.5 million over the next two years, of which approximately $5.8 million is payable over the next twelve months.

In December 2000, we obtained an irrevocable standby letter of credit from a bank in the amount of $75,000 that expires in January 2002. In March 2001, we increased the letter of credit to $200,000. The letter of credit is collaterized by our cash equivalents and is being used to guarantee the obligations under capital leases for computer servers. As of June 30, 2001 we had approximately $149,000 in leased equipment against the letter of credit.

Management believes that cash on hand and cash flows from operations will be sufficient to fund its working capital and capital expenditures for at least the next twelve months. To the extent the Company requires additional funds to support its operations or the expansion of its business, the Company may seek to undertake additional equity financing. There can be no assurance that additional financing, if required, will be available to the Company in amounts or on terms acceptable to the Company.

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PART II. OTHER INFORMATION

Items 1, 2, 3, 4 and 5 are omitted as they are either not applicable or have been included in Part I.

Item 6. Exhibits and Reports on Form 8-K

(a) The following exhibits are included herein:

10.1 Amendment to Interactive Services Agreement dated May 23, 2001 between the Company and America Online, Inc. (1)

10.2 Amendment to Master Advertising Agreement dated June 4, 2001 between the Company and Microsoft Corporation (1)

10.3 Second Amendment to Content License Agreement dated June 25, 2001 between the Company and Yahoo! Inc. (1)

(1) Confidential treatment requested pursuant to Rule 24B-2 promulgated under the Securities Exchange Act of 1934. Confidential portions of this document have been redacted and have been filed separately with the SEC.

(b) During the three months ended June 30, 2001, the Company did not file any reports on Form 8-K.

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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/ ROBERT T. HAMILTON

ROBERT T. HAMILTON
Chief Financial Officer
(Principal Financial Officer)

DATE: August 8, 2001

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Exhibit Index

Ex#	Exhibit Description
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