

MEDIFAST INC  
Form 4  
December 03, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 (A) or (D) Price		
Common Stock					95 <sup>(1)</sup>	I	By Spouse
Common Stock	02/19/2013		A		4,000 <sub>(2)</sub> A \$ 0 4,095	I	By Spouse
Common Stock	05/17/2013		F		1,414 <sub>(3)</sub> D \$ 28.05 2,681	I	By Spouse
Common Stock	02/05/2014		A		1,875 <sub>(2)</sub> A \$ 0 4,556	I	By Spouse
Common Stock	03/17/2014		F		657 <sub>(3)</sub> D \$ 27.82 3,899	I	By Spouse

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

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SEC 1474  
(9-02)

**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. Amount or Number of Shares
Stock Options	\$ 24.26	02/19/2013		A	2,000	<sup>(4)</sup> 02/19/2023	Common Stock	2,000
Stock Options	\$ 26.52	02/05/2014		A	2,000	<sup>(4)</sup> 02/05/2024	Common Stock	2,000

## 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/ Margaret MacDonald  
Sheetz 12/03/2014

\*\*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).

(1) These shares were acquired by the reporting person's spouse prior to the date on which the reporting person and her spouse were married. A Form 5 filed on February 14, 2014 erroneously reported that these shares were gifted to the reporting person on June 19, 2007. The Form 5 is being amended to correct this error and these shares will be reflected in the reporting person's indirect holdings in future Section 16 filings.

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- (2) These shares were granted to the reporting person's spouse after the date on which the reporting person and her spouse were married and should have been reflected in the reporting person's Section 16 filings as shares held indirectly.

These shares were withheld by the Company in order to cover taxes associated with the vesting of shares previously issued to the

- (3) reporting person's spouse. The transaction was effected after the reporting person and her spouse were married and should have been reflected in the reporting person's Section 16 filings.

These retention stock options, which were issued to the reporting person's spouse under the 2012 Share Incentive Plan, will vest annually

- (4) in equal installments over a period of three years, beginning on the first anniversary of the grant date. These transactions were effected after the reporting person and her spouse were married and should have been reflected in the reporting person's Section 16 filings.

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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