

MEDIFAST INC  
Form 4  
June 09, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
CONNOLLY CHARLES P

(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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/19/2013		A		750 <sup>(1)</sup> A \$ 0 50,075	D	
Common Stock	03/31/2013		A		617 <sup>(2)</sup> A \$ 0 50,692	D	
Common Stock	06/30/2013		A		536 <sup>(2)</sup> A \$ 0 51,228	D	
Common Stock	09/30/2013		A		513 <sup>(2)</sup> A \$ 0 51,741	D	
Common Stock	12/31/2013		A		528 <sup>(2)</sup> A \$ 0 52,269	D	

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Common Stock	02/05/2014	A	750 <sup>(3)</sup>	A	\$ 0	53,019	D
Common Stock	03/31/2014	A	474 <sup>(4)</sup>	A	\$ 0	53,493	D
Common Stock	06/05/2014	S	2,500	D	\$ 30.8989 <sup>(5)</sup>	50,993	D
Common Stock	06/05/2014	S	2,500	D	\$ 30.9355	48,493	D
Common Stock	06/05/2014	S	2,500	D	\$ 30.886 <sup>(6)</sup>	45,993	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. Derivative Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Option	\$ 26.52	02/05/2014		A	5,000	<sup>(7)</sup>	02/05/2024	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONNOLLY CHARLES P C/O MEDIFAST, INC. 3600 CRONDALL LANE OWINGS MILLS, MD 21117	X			

## Signatures

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

06/09/2014

\_\_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) Represents shares granted to the reporting person for satisfactory participation on the Board of Directors under the 2012 Share Incentive Plan. These shares will vest in full on 1/1/2015.
- (2) Represents shares granted to the reporting person for satisfactory participation on the Board of Directors under the 2012 Share Incentive Plan. These shares will vest in full on 2/5/2014.
- (3) Represents shares granted to the reporting person for satisfactory participation on the Board of Directors under the 2012 Share Incentive Plan. These shares will vest in full on 1/1/2016.
- (4) Represents shares granted to the reporting person for satisfactory participation on the Board of Directors under the 2012 Share Incentive Plan. These shares will vest in full on 2/5/2015.
- (5) Represents the weighted average of multiple sales transactions ranging in price from \$30.8710 to \$30.9060. The reporting person agrees to provide upon request by the SEC Staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.
- (6) Represents the weighted average of multiple sales transactions ranging in price from \$30.8616 to \$30.9600. The reporting person agrees to provide upon request by the SEC Staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.
- (7) These options will vest in three equal annual installments, beginning on the first anniversary of the grant date.

### 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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