Edgar Filing: CONNOLLY CHARLES P - Form 4

CONNOLLY CHARLES P

Form 4

February 09, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31,

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obligations

Check this box

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 may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and A CONNOLL | * | _ | Symbol MEDIFAST INC [MED] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|-------------------------|----------|----------|---|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (Check an applicable) | | |
| | | | (Month/Day/Year) | X Director 10% Owner | | |
| C/O MEDIFAST, INC., 100 | | | 02/07/2018 | Officer (give title Other (specify | | |
| INTERNAT | TONAL DR | IVE | | below) below) | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | |
| | | | | _X_ Form filed by One Reporting Person | | |
| BALTIMORE, MD 21202 | | | | Form filed by More than One Reporting Person | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acc | quired. Disposed of, or Beneficially Owner | | |

| T . T | TITE A | ODE | 110 | 01000 |
|-------|--------|------|-----|-------|
| BAL | TIM | ORE. | MI) | 21202 |

| (City) | (State) (Z | Table Table | I - Non-De | erivative Securi | ties Ac | quired, Disposed o | f, or Beneficial | ly Owned |
|--------------------------------------|--------------------------------------|-----------------------------------|--------------------------|--|----------|--|----------------------------------|----------------------------------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any | 3. Transactio Code | 4. Securities nAcquired (A) o Disposed of (D | | 5. Amount of Securities Beneficially | 6. Ownership Form: Direct (D) or | 7. Nature of Indirect Beneficial |
| | | (Month/Day/Year) | (Instr. 8) Code V | (Instr. 3, 4 and (A) or Amount (D) | 5) Price | Owned Following Reported Transaction(s) (Instr. 3 and 4) | Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
| Common Stock | 02/07/2018 | | A | 640 (1) A | \$0 | 47,842 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | le and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|------------------|------------|------------|---------------|-------------|---------|------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | | | onNumber | Expiration D | | Amou | | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | rlying | Security | Secur |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Secur | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | . 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | or | | |
| | | | | | | Date | Expiration | Title | Number | | |
| | | | | | | Exercisable | Date | Title | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| 1 0 | Director | 10% Owner | Officer | Other | | | |
| CONNOLLY CHARLES P C/O MEDIFAST, INC. 100 INTERNATIONAL DRIVE BALTIMORE, MD 21202 | X | | | | | | |

Signatures

/s/ Timothy G. Robinson Attorney-In-Fact

02/09/2018

**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) This annual restricted stock grant, which was issued to the reporting person under the 2012 Share Incentive Plan, will vest in full on June 30, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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