

Hoyer Thomas  
Form 4  
March 17, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
Hoyer Thomas

(Last) (First) (Middle)

C/O EDIETS.COM, INC., 1000 CORPORATE DRIVE, SUITE 600

(Street)

FORT LAUDERDALE, FL 33334

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
EDIETS COM INC [DIET]

3. Date of Earliest Transaction (Month/Day/Year)  
03/15/2011

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)

Chief Financial Officer

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)
Common Stock				(A) or (D) Price	74,000 <sup>(1)</sup>	D	

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

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**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 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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 4.52							(2)	03/07/2013	Common Stock	172,000
Stock Options (right to buy)	\$ 3.37							(3)	01/02/2014	Common Stock	52,500
Stock Options (right to buy)	\$ 0.9438							(4)	06/24/2019	Common Stock	25,000
Stock Options (right to buy)	\$ 1.53							(5)	11/19/2019	Common Stock	125,000
Stock Options (right to buy)	\$ 1							(6)	08/23/2020	Common Stock	145,000
Stock Options (right to buy)	\$ 0.57	03/15/2011		A		100,000		(7)	03/15/2021	Common Stock	100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hoyer Thomas C/O EDIETS.COM, INC. 1000 CORPORATE DRIVE, SUITE 600 FORT LAUDERDALE, FL 33334			Chief Financial Officer	

## Signatures

/s/ Thomas  
Hoyer

03/17/2011

\_\_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) Restricted Stock Unit Award. Vesting schedule is subject to condition and limitations to be established by the Company's Board of Directors and included in the Shareholder's Employment Agreement executed on March 7, 2008.
- (2) Exercisable according to the following vesting schedule: 56,760 beginning on March 7, 2009; 56,760 beginning on March 7, 2010 and 58,480 beginning on March 7, 2011.
- (3) Exercisable according to the following vesting schedule: 17,325 beginning on January 1, 2010; 17,325 beginning on January 1, 2011 and 17,850 beginning on January 1, 2012.
- (4) Exercisable according to the following vesting schedule: 8,250 beginning on June 24, 2010; 8,250 beginning on June 24, 2011 and 8,500 beginning on June 24, 2012.
- (5) Exercisable according to the following vesting schedule: 41,250 beginning on November 19, 2010; 41,250 beginning on November 19, 2011 and 42,500 beginning on November 19, 2012.
- (6) Exercisable according to the following vesting schedule: 47,850 beginning on August 23, 2011; 47,850 beginning on August 23, 2012 and 49,300 beginning on August 23, 2013.
- (7) Exercisable according to the following vesting schedule: 33,333 beginning on March 15, 2012; 33,333 beginning on March 15, 2013 and 33,334 beginning on March 15, 2014.

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.