

MEDIFAST INC
Form 4
September 17, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BYRNES KEVIN G

(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)
05/23/2013

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	05/23/2013		A		438 ⁽¹⁾	A \$ 0 438	D
Common Stock	06/30/2013		A		175 ⁽²⁾	A \$ 0 613	D
Common Stock	09/30/2013		A		167 ⁽²⁾	A \$ 0 780	D
Common Stock	12/31/2013		A		172 ⁽²⁾	A \$ 0 952	D
Common Stock	02/05/2014		A		750 ⁽³⁾	A \$ 0 1,702	D

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

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(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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Amount or Number of Shares
Stock Option	\$ 26.52	02/05/2014		A		2,917	<u>(4)</u> 02/05/2024	Common Stock 2,917

Reporting Owners

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

Signatures

/s/ Jason L. Groves, Esq.,
attorney-in-fact 09/17/2014

__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) These shares were issued to the reporting person under the 2012 Share Incentive Plan in lieu of meeting fees.
- (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) 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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