MONAHAN MICHAEL P.

Form 4

January 05, 2018

FORM 4

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

OMB Number:

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OMB APPROVAL

burden hours per response...

5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

MONAHAN MICHAEL P.

			NUTRI SYSTEM INC /DE/ [NTRI]					NTRI]	(Check all applicable)			
(Last) (First) (Middle) 600 OFFICE CENTER DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 01/03/2018						Director 10% Owner X Officer (give title Other (specify below)			
		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
FORT WAS	SHINGTON, PA	19034							Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	med on Date, if Day/Year)	Code (Instr.				d of (D) 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)		
Common stock	01/03/2018			F		1,143 (1)	D	\$ 52.05	46,660	D		
Common stock	01/04/2018			F		564 (1)	D	\$ 50.4	46,096	D		
Common stock	01/05/2018			M		6,042	A	\$ 18.98	52,138	D		
Common stock	01/05/2018			M		3,958	A	\$ 20.94	56,096	D		
Common stock	01/05/2018			S(2)		6,042	D	\$ 49.6 (3)	50,054	D		

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Common stock 01/05/2018 $S_{\underline{(2)}}$ 3,958 D $\frac{\$ 49.6}{(3)}$ 46,096 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. Transacti Code (Instr. 8)	5. Number on f 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
Common stock options, .001 (right to buy)	\$ 18.98	01/05/2018		M	6,042	01/02/2018	01/02/2022	Common Shares	6,042
Common stock options, .001 (right to buy)	\$ 20.94	01/05/2018		М	3,958	01/04/2018	01/04/2023	Common Shares	3,958

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MONAHAN MICHAEL P.

600 OFFICE CENTER DRIVE Chief Financial Officer
FORT WASHINGTON, PA 19034

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Signatures

/s/ Michael P. 01/05/2018 Monahan

**Signature of Reporting 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) Withholding of common stock to cover tax liability.
- (2) Sale pursuant to a 10(b)5-1 plan.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.35 to \$50.50,

(3) inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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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