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MEDIFAST INC
Form 8-A12B
December 18, 2002

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PERSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

MEDIFAST, INC.

(exact name of registrant as specified in its charter)

DELAWARE

133714405

(State of Incorporation)

(I.R.S. Employer
Identification No.)

11445 CRONHILL DRIVE, OWINGS MILLS, MD

21117

(address of principal executive offices)

(zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
To be so registered

Name of each exchange on which
each class is to be registered

COMMON STOCK

THE AMERICAN STOCK EXCHANGE

If this form related to the registration of a class of securities pursuant to
Section 12(b) of the Exchange Act and is effective pursuant to General
Instruction A. (c), check the following box.

If this form related to the registration of a class of securities pursuant to
Section 12(g) of the Exchange Act and is effective pursuant to General
Instruction A. (d), check the following box.

Securities Act registration statement file number to which this form
relates: N/A (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: N/A

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The American Stock Exchange has approved Medifast, Inc., to trade
11,230,881 shares of Common Stock @ a par value of \$1.00 per share. As of
September 30, 2002, Medifast, Inc. had 6,832,969 shares of Common Stock issued
and outstanding.

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ITEM 2. EXHIBITS.

N/A

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

(Registrant): /s/ BRADLEY T. MACDONALD

Date: December 17, 2002

By: Bradley T. MacDonald, Chairman of the Board, Chief Executive Officer