Edgar Filing: MEDIFAST INC - Form 4

MEDIFAST I Form 4	INC									
November 19	, 2014									
FORM	4 UNITED S	TATES SECUR Was				NGE	COMMISSION		PPROVAL 3235-0287	
Washington, D.C. 20549Check this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESForm 4 or Form 5 obligations may continue. See Instruction 1(b).Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 							Expires:January 31Expires:2005Estimated averageburden hours perresponse0.5			
(Print or Type R	esponses)									
AMELI MEHRNAZ MONA Sy			2. Issuer Name and Ticker or Trading Symbol MEDIFAST INC [MED]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) C/O MEDIFA CRONDALI	AST, INC.,, 3600	(Month/D	-	ansaction			Director X Officer (give below)	109	6 Owner er (specify	
			. If Amendment, Date Original iled(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
OWINGS M	ILLS, MD 21117	,					Form filed by M Person	More than One R	eporting	
(City)	(State) (2	Zip) Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) c l of (D)	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)	
Common Stock	11/17/2014		Code V A	Amount 5,000	(D) A	Price \$ 0	(Instr. 3 and 4) 5,000	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.

 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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/ e	xpiration Date /onth/Day/Year)		le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
AMELI MEHRNAZ MONA C/O MEDIFAST, INC., 3600 CRONDALL LANE OWINGS MILLS, MD 21117			President				
Signatures							
/s/ Jason L. Groves, Esq., attorney-in-fact		11/19	/2014				

<u>**</u>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).
- Represents an award granted to the reporting person under the 2012 Share Incentive Plan. The shares will vest over a 3 year period based(1) on a schedule of 1,500 shares on the first and second anniversaries of the grant date and 2,000 shares on the third anniversary of the grant date.

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.