

MEDIFAST INC  
Form 4  
June 10, 2014

**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 \*  
**MILLS JEANNETTE M**

(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)  
**02/19/2013**

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)  
**Executive Vice President**

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	02/19/2013		A		750 <sup>(1)</sup>	A	\$ 0	15,373	D
Common Stock	03/31/2013		A		510 <sup>(2)</sup>	A	\$ 0	15,883	D
Common Stock	05/31/2013		D		437 <sup>(3)</sup>	D	\$ 0	15,446	D
Common Stock	05/31/2013		A		10,000 <sup>(4)</sup>	A	\$ 0	25,446	D
Common Stock	06/30/2013		A		443 <sup>(5)</sup>	A	\$ 0	25,889	D

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Common Stock	02/05/2014	A	1,094 (6)	A	\$ 0	26,983	D
Common Stock	03/13/2014	F	383	D	\$ 26.7	26,600	D
Common Stock	05/31/2014	F	700	D	\$ 31.43	25,900	D
Common Stock	06/06/2014	S	2,335 (7)	D	\$ 32.1088	23,565	D
Common Stock	06/09/2014	S	449	D	\$ 32	23,116	D

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. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 28.81	05/31/2013		A	1,167	(8)	05/31/2023	Common Stock	1,167
Stock Options	\$ 26.52	02/05/2014		A	2,000	(8)	02/05/2024	Common Stock	2,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MILLS JEANNETTE M C/O MEDIFAST, INC. 3600 CRONDALL LANE OWINGS MILLS, MD 21117	Executive Vice President

## Signatures

/s/ Jeannette M.  
Mills

06/10/2014

\_\_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) These shares were granted to the reporting person under the 2012 Share Incentive Plan for satisfactory participation on the Board of Directors. These shares will vest in full on 1/1/2015. A portion of these shares were subsequently forfeited by the reporting person (see Footnote 3 below).
  - (2) These shares were granted to the reporting person under the 2012 Share Incentive Plan for satisfactory participation on the Board of Directors. These shares will vest in full on 2/5/2014.
  - (3) These shares represent a portion of the shares described in Footnote 1, which were forfeited by the reporting person in connection with her resignation from the Board of Directors.
  - (4) These shares were granted to the reporting person under the 2012 Share Incentive Plan as part of her employment agreement. These shares will vest annually in equal installments over a period of five years beginning on the first anniversary of the grant date.
  - (5) These shares were granted to the reporting person under the 2012 Share Incentive Plan for satisfactory participation on the Board of Directors prior to her resignation. These shares will vest in full on 2/5/2014.
  - (6) Represents shares issued upon the settlement of performance shares previously granted to the reporting person under the 2012 Share Incentive Plan for the fiscal 2013 performance period, which shares are fully vested.  
Represents the weighted average of multiple sales transactions ranging in price from \$32.00 to \$32.24. The reporting person agrees to
  - (7) provide upon request by the SEC Staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.
  - (8) These retention stock options, which were issued to the reporting person under the 2012 Share Incentive Plan will vest annually in equal installments over a period of three years, beginning on the first 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.