MEDIFAST INC Form 4

February 21, 2017

### FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

**OMB APPROVAL** 

Section 16. Form 4 or 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

burden hours per response... 0.5

1(b).

(City)

(State)

(Zin)

(Print or Type Responses)

1. Name and Address of Reporting Person * ROBINSON TIMOTHY G	2. Issuer Name and Ticker or Trading Symbol MEDIFAST INC [MED]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)  C/O MEDIFAST, INC.,, 3600  CRONDALL LANE	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2017	(Check all applicable)  Director 10% OwnerX Officer (give title Other (specify below)  Chief Financial Officer			
(Street) OWINGS MILLS, MD 21117	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 Form filed by More than One Reporting Person			

(City)	(State) (	Table Table	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					y 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)	(Instr. 3,	sposed 4 and (A) or	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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/16/2017		Code V A	Amount 9,500 (1)	(D)	Price \$ 0	26,991	D	
Common Stock	02/16/2017		A	2,120 (2)	A	\$ 0	29,111	D	
Common Stock	02/19/2017		F	1,067	D	\$ 45.07	28,044	D	

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

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#### number.

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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	Amoun or Numbe of Shar
Performance Restricted Stock Units	(3)	02/16/2017		A	37,950 (3)	(3)	(3)	Common Stock	37,95
Stock Options	\$ 44.73	02/16/2017		A	7,500 (4)	<u>(4)</u>	02/16/2027	Common Stock	7,500

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROBINSON TIMOTHY G C/O MEDIFAST, INC., 3600 CRONDALL LANE OWINGS MILLS, MD 21117

Chief Financial Officer

#### **Signatures**

/s/ Timothy G. 02/21/2017 Robinson

\*\*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) Represents shares issued to the reporting person under the 2012 Share Incentive Plan after pre-established performance -based conditions were satisfied for the 2016 performance period.
- (2) Annual restricted stock grant, which was 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.
- Represents the maximum number of shares that may be earned under this performance-based deferred share award. The actual number of deferred shares that will vest will be determined based on the achievement of certain pre-established performance goals, including the Company's total shareholder return and the price of the Common Stock, following the 2017 performance period.

**(4)** 

Reporting Owners 2

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These non qualified stock options, which were issued to the reporting person under the 2012 Share Incentive Plan, will vest in three equal annual installments beginning on the first anniversary of the grant date.

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