

MACDONALD MICHAEL C

Form 4

March 07, 2019

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 *
MACDONALD MICHAEL C

(Last) (First) (Middle)

C/O MEDIFAST, INC., 100
INTERNATIONAL DRIVE

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MEDIFAST INC [MED]

3. Date of Earliest Transaction
(Month/Day/Year)
03/05/2019

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)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	03/05/2019		S	6,607 D \$ 130.38 (1)	5,793	I	Michael C. MacDonald Charitable Remainder Unitrust (2)
Common Stock	03/05/2019		S	2,410 D \$ 131.46 (3)	3,383	I	Michael C. MacDonald Charitable Remainder Unitrust (2)
Common Stock	03/05/2019		S	2,883 D \$ 132.58	500	I	Michael C. MacDonald

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					(4)				
Common Stock	03/05/2019	S	500	D	\$ 133.34	0	I		Charitable Remainder Unitrust (2) Michael C. MacDonald Charitable Remainder Unitrust (2)
					(5)				
Common Stock	03/05/2019	S	3,654	D	\$ 130.39	298,842	D		
					(6)				
Common Stock	03/05/2019	S	1,200	D	\$ 131.44	297,642	D		
					(7)				
Common Stock	03/05/2019	S	1,371	D	\$ 132.56	296,271	D		
					(8)				
Common Stock	03/05/2019	S	200	D	\$ 133.3	296,071	D		
					(9)				

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

MACDONALD MICHAEL C
 C/O MEDIFAST, INC., X
 100 INTERNATIONAL DRIVE
 BALTIMORE, MD 21202

Signatures

/s/ Timothy G. Robinson,
 attorney-in-fact

03/07/2019

__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) The price reported in Colum 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$130.00 to \$130.97, 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 described herein.

(2) The shares are held by the Michael C. MacDonald Charitable Remainder Unitrust, dated October 24, 2018, for which the Reporting Person acts as Trustee, and of which the Reporting Person and his wife are beneficiaries. The Reporting Person continues to report beneficial ownership of all of the Issuer Common Stock held by the Trust but disclaims beneficial ownership except to the extent of his and his wife's pecuniary interest therein.

(3) The price reported in Colum 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$131.02 to \$131.97, 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 described herein.

(4) The price reported in Colum 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$132.02 to \$132.99, 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 described herein.

(5) The price reported in Colum 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$133.03 to \$133.60, 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 described herein.

(6) The price reported in Colum 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$130.005 to \$130.98, 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 described herein.

(7) The price reported in Colum 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$131.00 to \$131.97, 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 described herein.

(8) The price reported in Colum 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$132.02 to \$132.90, 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 described herein.

(9) The price reported in Colum 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$133.02 to \$133.57, 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 described herein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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