

MEDIFAST INC
Form 4/A
July 02, 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 *
BONDROFF BARRY B

(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 [OV*D8SUF]

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
03/14/2014

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 Ownership (Instr. 4)
				(A) or (D)	Amount or Price			
Common Stock ⁽¹⁾	03/31/2013		A	456	A \$ 0	22,797	D	
Common Stock ⁽¹⁾	06/30/2013		A	396	A \$ 0	23,193	D	
Common Stock ⁽¹⁾	09/30/2013		A	379	A \$ 0	23,572	D	
Common Stock ⁽¹⁾	12/31/2013		A	391	A \$ 0	23,963	D	
Common Stock ⁽²⁾	02/05/2014		A	850	A \$ 0	24,813 ⁽³⁾	D	

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (4)	\$ 26.52	02/05/2014		A	5,000	(5) 02/05/2024		Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BONDROFF BARRY B C/O MEDIFAST, INC. 3600 CRONDALL LANE OWINGS MILLS, MD 21117	X			

Signatures

/s/ Jason L. Groves, Esq.,
attorney-in-fact

07/02/2014

 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) The original Form 4 filed on 3/14/2014 (the "Original Form 4") erroneously aggregated four separate awards (totaling 1,622 shares) which were made to the reporting person in lieu of meeting fees on various dates in 2013. This Amended Form 4 is being filed to correctly report each of the individual awards that were made to the reporting person which should have been reported separately on the Original Form 4.

(2) These shares were issued to the reporting person under the 2012 Share Incentive Plan for satisfactory participation on the Board of Directors and were inadvertently excluded from the Original Form 4. These shares will vest in full on 1/1/2016.

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- (3) The total beneficial ownership following the reporting transactions has been adjusted to account for the other transactions which were correctly reported on the Original Form 4 and are not being restated in this amended Form 4.
- (4) This stock option grant was inadvertently excluded from the Original Form 4.
- (5) These options will vest in three equal annual installments, 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.

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