

MEDIFAST INC  
Form 8-K  
February 04, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **February 4, 2014**

**MEDIFAST, INC.**

(Exact name of registrant as specified in its Charter)

|   |                          |  |
|---|--------------------------|--|
| <b><u>Delaware</u></b>                            | <b><u>001-31573</u></b>  | <b><u>13-3714405</u></b>                   |
| (State or other jurisdiction<br>of incorporation) | (Commission file number) | (IRS<br>Employer<br>Identification<br>No.) |

**11445 Cronhill Drive, Owings Mills, Maryland, 21117**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(410)-581-8042**

**N/A**

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events**

Attached hereto as Exhibit 99.1 is a form of incentive stock option agreement to be used in connection with incentive stock option grants to the Company's executive officers, directors, key employees or key independent contractors under the Medifast 2012 Share Incentive Plan, as amended.

**Item 9.01. Financial Statements and Exhibits.**

| <b>Exhibit<br/>Number</b> | <b>Description</b> |
|---------------------------|--------------------|
|---------------------------|--------------------|

|      |   |
|------|---|
| 99.1 | 2012 Share Incentive Plan – Form of Incentive Stock Option Agreement. |
|------|---|

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MEDIFAST, INC.

By: /s/ Jason L. Groves  
Jason L. Groves

Executive Vice  
President and  
General Counsel

Dated: February 4, 2014

**EXHIBIT INDEX**

**Exhibit  
Number    Description**

99.1        2012 Share Incentive Plan – Form of Incentive Stock Option Agreement.