

MEDIFAST INC  
Form 8-K  
June 22, 2015

**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): **June 17, 2015**

**MEDIFAST, INC.**

(Exact name of registrant as specified in its Charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-31573**

(Commission file number) (IRS Employer  
Identification No.)

**13-3714405**

**3600 Crondall Lane, Owings Mills, Maryland**

(Address of Principal Executive Offices)

**21117**

(Zip Code)

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

**N/A**

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

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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 5.07. Submission of Matters to a Vote of Security Holders.**

On June 17, 2015, Medifast Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”) in Baltimore, Maryland. The results of the matters voted on at the Annual Meeting are provided below.

Proposal 1: The election of nine directors to hold office for a one-year term expiring at the annual meeting in 2016 and until their respective successors are elected and qualified:

| <b>Director Name</b>   | <b>For</b>   | <b>Withhold/Against</b> | <b>Broker Non-Votes</b> | <b>Abstained</b> |
|------------------------|--------------|-------------------------|-------------------------|------------------|
| Michael C. MacDonald   | 7,513,657.00 | 2,211,206.00            | 926,370.00              | 144,243.00       |
| Jeffrey J. Brown       | 9,618,153.00 | 108,170.00              | 926,370.00              | 142,783.00       |
| Kevin G. Byrnes        | 7,553,795.00 | 2,190,591.00            | 926,370.00              | 124,720.00       |
| Charles P. Connolly    | 7,564,675.00 | 2,190,421.00            | 926,370.00              | 114,010.00       |
| Constance C. Hallquist | 9,573,008.00 | 153,335.00              | 926,370.00              | 142,763.00       |
| Jorgene K. Hartwig     | 9,541,301.00 | 185,006.00              | 926,370.00              | 142,799.00       |
| Carl E. Sassano        | 6,478,075.00 | 3,276,857.00            | 926,370.00              | 114,174.00       |
| Scott Schlackman       | 9,572,801.00 | 153,286.00              | 926,370.00              | 143,019.00       |
| Glenn W. Welling       | 9,477,938.00 | 271,458.00              | 926,370.00              | 119,710.00       |

Proposal 2: The ratification of an amendment to the Company’s Amended and Restated Bylaws.

**For:** 9,611,044.00  
**Against:** 109,507.00  
**Abstained:** 148,555.00  
**Broker Non-Votes:** 926,370.00

Proposal 3: The ratification of McGladrey LLP as The Company’s Independent Registered Public Accounting Firm for the year 2015.

**For:** 10,624,506.00  
**Against:** 25,522.00  
**Abstained:** 145,448.00  
**Broker Non-Votes:** 0.00

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, Esq.  
Jason L. Groves, Esq.

Executive Vice President and General Counsel

Dated: June 22, 2015

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