

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

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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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.