## Edgar Filing: MEDIFAST INC - Form 4

MEDIFAST	INC									
Form 4										
July 02, 2014	4									
FORM	14							PPROVAL		
<b>CONVIA</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287		
Check the		_					Expires:	January 31,		
if no long subject to Section 1 Form 4 o	6. <b>STATEMENT</b>	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated burden hor	urs per		
Form 4 orresponse0.5Form 5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,0.5obligationsSection 17(a) of the Public Utility Holding Company Act of 1935 or Section0.5See Instruction30(h) of the Investment Company Act of 19401940								. 0.5		
(Print or Type F	Responses)									
	ddress of Reporting Person <u>*</u> F BARRY B	2. Issuer Name <b>and</b> Ticker or Trading Symbol MEDIFAST INC [MED]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)	3. Date of Earliest T				(Check all applicable)				
C/O MEDIF	(Month/Day/Year) 03/31/2014	(Month/Day/Year)				_X_Director10% Owner Officer (give titleOther (specify below)below)				
CRONDAL	L LANE					,	,			
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
OWINGS M	111115, MD 21117					Form filed by I Person	More than One R	eporting		
(City)	(State) (Zip)	Table I - Non-I	Derivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	any	emed 3. 4. Securities on Date, if TransactionAcquired (A) or Code Disposed of (D) /Day/Year) (Instr. 8) (Instr. 3, 4 and 5)			)	5. Amount of Securities Beneficially Owned Following	Form: Direct In (D) or Be Indirect (I) O	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
-		Code V	7 Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)				
Common Stock	03/31/2014	А	351 <u>(1)</u>	А	\$0	22,644	D			
Common Stock	06/30/2014	А	435 <u>(1)</u>	А	\$0	23,099	D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 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)	4. Transactio Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
BONDROFF BARRY B C/O MEDIFAST, INC. 3600 CRONDALL LANE OWINGS MILLS, MD 21117	Х							
Signatures								
/s/ Jason L. Groves, Esq, attorney-in-fact	07/02/2014							
<u>**</u> Signature of Reporting Person		Dat	e					
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) These shares were issued to the reporting person under the 2012 Share Incentive Plan in lieu of meeting fees.

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.