

CONNOLLY CHARLES P

Form 4

March 22, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CONNOLLY CHARLES P

(Last) (First) (Middle)

C/O MEDIFAST, INC., 100
INTERNATIONAL DRIVE

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MEDIFAST INC [MED]

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2018

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

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	03/09/2018		M	5,000 A \$ 26.52	45,342	D	
Common Stock	03/09/2018		M	5,000 A \$ 31.55	50,342	D	
Common Stock	03/09/2018		M	3,333 A \$ 27.68	53,675	D	
Common Stock	03/09/2018		F	4,301 D \$ 88.96	49,374	D	
Common Stock	03/20/2018		S	8,000 D \$ 90.95	41,374	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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SEC 1474
(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 Derivative Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 26.52	03/09/2018		M		5,000		<u>(1)</u>	02/05/2024	Common Stock	5,000
Stock Options	\$ 31.55	03/09/2018		M		5,000		<u>(2)</u>	02/17/2025	Common Stock	5,000
Stock Options	\$ 27.68	03/09/2018		M		3,333		<u>(3)</u>	02/04/2026	Common Stock	3,333

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CONNOLLY CHARLES P C/O MEDIFAST, INC., 100 INTERNATIONAL DRIVE BALTIMORE, MD 21202	X

Signatures

/s/ Timothy G. Robinson,
attorney-in-fact

03/22/2018

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) These options vested in three equal annual installments, beginning on 2/5/2015.

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- (2) These options vested in three equal annual installments, beginning on 2/17/2016.
- (3) These options vest in three equal annual installments, beginning on 2/4/2017.

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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