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MEDIFAST I Form 4 August 07, 20									
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 (Print or Type Responses)							OMB APPROVAL OMB 3235-0287 Number: January 31 Expires: January 31 2005 Estimated average burden hours per response 0.5		
Welling Glenn W. Syr			. Issuer Name and mbol EDIFAST INC		ding	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) C/O ENGAGED CAPITAL, LLC, 610 NEWPORT CENTER DR. SUITE 250			Date of Earliest Tra (onth/Day/Year) (/06/2015			(Check all applicable) <u>X</u> Director <u>Officer (give title</u> below) Dther (specify below)			
NEWPORT	(Street) BEACH, CA 926	Fil	If Amendment, Dat ed(Month/Day/Year)	-		•	-	erson	
(City)		Zip)	Table I - Non-D	erivative Secu	urities Ac	Person quired, Disposed of	f. or Beneficia	llv Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any		ate, if Transactio Code /Year) (Instr. 8)	4. Securities onAcquired (A Disposed of (Instr. 3, 4 a (/	(D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	-	
Common Stock	08/06/2015		P <u>(1)</u>	1,199 A		469,570	I	By: Engaged Capital Master Feeder II, LP (2)	
Common Stock						267,895	I	By: Engaged Capital Master Feeder I,	

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LP (3)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	7. Titl Amou Under Secur (Instr.	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu: Bene Own Follo Repo Trans (Instr
			Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Welling Glenn W. C/O ENGAGED CAPITAL, LLC 610 NEWPORT CENTER DR. SUITE 250 NEWPORT BEACH, CA 92660	Х				
Signatures					

/s/ Glenn W. 08/07/2015 Welling

**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) Purchase effected pursuant to a Rule 10b5-1 trading plan adopted on April 6, 2015.
- (2) Securities owned directly by Engaged Capital Master Feeder II, LP ("Engaged Capital Master II"). Mr. Welling, solely by virtue of his position as the founder and Chief Investment Officer ("CIO") of Engaged Capital, LLC ("Engaged Capital"), the general partner and investment advisor of Engaged Capital Master II, and as the sole member of Engaged Capital Holdings, LLC ("Engaged Holdings"), the

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managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Master II for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Securities owned directly by Engaged Capital Master Feeder I, LP ("Engaged Capital Master I"). Mr. Welling, solely by virtue of his position as the founder and CIO of Engaged Capital, the general partner and investment advisor of Engaged Capital Master I, and as the

(3) sole member of Engaged Holdings, the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Master I for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

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.