

Edgar Filing: MEDIFAST INC - Form SC 13G/A

MEDIFAST INC  
Form SC 13G/A  
December 27, 2006

United States  
Securities and Exchange Commission  
Washington, D.C.

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 3 )

MEDIFAST, INC.  
(Name of Issuer)

COMMON STOCK  
(Title of Class of Securities)

58470H101  
(Cusip Number)

Check the following box if a fee is being paid with this statement ( ).  
(A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13D-7)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities and Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Cusip No. 58470H101 13G

1. Name of reporting person  
S.S. or I.R.S. Identification no. of the above person



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owned by each reporting  
person with

- 7. Sole Dispositive Power  
-0-
- 8. Shared Dispositive Power  
-0-

9. Aggregate amount beneficially owned by each reporting person  
-0-

10. Check box if the aggregate amount in row (9) excludes certain shares  
N/A

11. Percent of class represented by amount in row (9)  
-0-%

12. Type of reporting person  
IN

\* The filing of this statement shall not be deemed an admission by George Andrew Bjurman that he beneficially owns the securities attributed to Bjurman, Barry & Associates for any purpose.

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1. Name of reporting person  
S.S. or I.R.S. Identification no. of the above person  
Owen Thomas Barry III\*  
480-54-0059

2. Check the appropriate box if a member of a group  
(a)  
(b)  x

3. SEC Use only

4. Citizenship or place of organization  
U.S.A.

Number of shares  
beneficially  
owned by each reporting  
person with

- 5. Sole Voting Power  
-0-
- 6. Shared Voting Power  
-0-
- 7. Sole Dispositive Power  
-0-
- 8. Shared Dispositive Power  
-0-

9. Aggregate amount beneficially owned by each reporting person  
-0-

10. Check box if the aggregate amount in row (9) excludes certain shares  
N/A

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11. Percent of class represented by amount in row (9)

-0-%

12. Type of reporting person

IN

\* The filing of this statement shall not be deemed an admission by Owen Thomas Barry III that he beneficially owns the securities attributed to Bjurman, Barry & Associates for any purpose.

Item 1.

(a) Name of Issuer:

MEDIFAST, INC.

(b) Address of Issuer's Principal Executive Offices:

11445 Cronhill Dr.  
Owings Mills, MD 21117

Item 2.

(a) Name of Persons Filing:

Bjurman, Barry & Associates ("BB&A"),  
George Andrew Bjurman\* and  
Owen Thomas Barry III\*.

\*These individuals may, as a result of their ownership in and positions with BB&A, be deemed to be indirect beneficial owners of the equity securities held by BB&A. The filing of this statement shall not be deemed an admission by George Andrew Bjurman and Owen Thomas Barry III that either person beneficially owns the securities attributed to BB&A for any purpose, regardless of whether they are acting in concert or acting severally.

(b) Address of Principal Business Office or, if none, Residence:

The business address for BB&A and Messrs. Bjurman and Barry is 10100 Santa Monica Boulevard, Suite 1200, Los Angeles, CA 90067.

(c) Citizenship:

BB&A is a corporation organized under the laws of California. Messrs. Bjurman and Barry are United States citizens.

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:

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Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person is a:

BB&A is an Investment Adviser registered under section 203 of the Investment Company Act of 1940.

Item 4. Ownership.

(a) Amount Beneficially Owned:

As of October 31, 2006, BB&A beneficially owned  
-0- shares.

\* Messrs. Bjurman and Barry may, as a result of their ownership in and positions with BB&A, be deemed to be indirect beneficial owners of the equity securities held by BB&A.

(b) Percent of Class:

-0-%

(c) Number of shares as to which such person has:

(I) sole power to vote or to direct the vote:

-0-\*\*

(ii) shared power to vote or to direct the vote:

- 0 -

(iii) sole power to dispose or to direct the disposition of:

-0-\*\*

(iv) shared power to dispose or to direct the disposition of:

- 0 -

\*\*BB&A, as an investment adviser, shares such powers only to the extent that its clients may be able to give instructions that would supersede BB&A's otherwise full discretionary authority over the disposition or voting of the securities in its portfolios.

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable

Item 6. Ownership of More Than Five percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not Applicable

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Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification and Signature

By signing below I/we certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my/our knowledge and belief, I/we certify that the information set forth in this statement is true, complete and correct.

12/15/2006

Date

/s/ George Andrew Bjurman

Signature

GEORGE ANDREW BJURMAN, CEO, BB&A  
Name/Title

/s/ George Andrew Bjurman

George Andrew Bjurman

/s/ Owen Thomas Barry III

Owen Thomas Barry III