

MEDIFAST INC  
Form 8-K  
February 02, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**

**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) February 1, 2012**

**MEDIFAST, INC.**

**(Exact name of registrant as specified in its charter)**

|   |                          |                              |
|---|--------------------------|------------------------------|
| Delaware  | 000-23016                | 13-3714405                   |
| (State or other jurisdiction<br>of incorporation or organization) | (Commission File Number) | (IRS Employer<br>Ident. No.) |

|   |            |
|---|------------|
| 11445 Cronhill Drive, Owing Mills, Maryland | 21117      |
| (Address of principal executive offices)    | (Zip Code) |

**Registrant's telephone number, including area code (410)-581-8042**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02(b) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On February 1, 2012, the Board of Directors of Medifast, Inc. elected to appoint Executive Chairman Michael C. MacDonald to the additional post of CEO, effective as of February 8, 2012. This appointment coincides with the February 8, 2012 expiration of the employment contract of the Company's current CEO, Michael S. McDevitt. In addition to departing as CEO, Mr. McDevitt will resign as a Director of the Company effective February 8, 2012.

A copy of the press release dated February 2, 2012 announcing this transition is furnished herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No. Description

99.1 Press Release of Medifast, Inc., dated February 2, 2012.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MEDIFAST, INC.

Dated: February 2, 2012

/s/ Brendan N. Connors  
Brendan N. Connors  
Chief Financial Officer

