

MEDIFAST INC  
Form 4  
December 03, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)

1. Name and Address of Reporting Person \*  
**SHEETZ GUY**

(Last) (First) (Middle)

**C/O MEDIFAST INC., 3600  
CRONDALL LANE**

(Street)

**OWINGS MILLS, MD 21117**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**11/07/2013**

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)  
**Executive Vice President**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/05/2014		A		1,875 (1)	A	\$ 0 4,556 D
Common Stock	03/17/2014		F		657	D	\$ 27.82 3,899 D
Common Stock	11/07/2013		S		7,000	D	\$ 23.8261 442,597 I (2) By Spouse
Common Stock	11/08/2013		S		20,000	D	\$ 23.8408 422,597 I (2) By Spouse
Common Stock	11/22/2013		S		8,000	D	\$ 26.0054 414,597 I (2) By Spouse

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Common Stock	12/02/2013	S	18,000	D	\$ 25.6287	396,597	I <sup>(2)</sup>	By Spouse
Common Stock	02/05/2014	A	15,000	A	\$ 0	411,597	I <sup>(2)</sup>	By Spouse
Common Stock	03/18/2014	F	1,167	D	\$ 29.57	410,430	I <sup>(2)</sup>	By Spouse

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 (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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Options	\$ 24.26	02/19/2013		A	2,000	<sup>(3)</sup>	02/19/2023	Common Stock	2,000
Stock Options	\$ 26.52	02/05/2014		A	2,000	<sup>(3)</sup>	02/05/2024	Common Stock	2,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
SHEETZ GUY C/O MEDIFAST INC., 3600 CRONDALL LANE OWINGS MILLS, MD 21117	Executive Vice President

## Signatures

/s/ Guy Sheetz                      12/03/2014  
 \*\*Signature of                      Date  
 Reporting Person

## 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) Represents shares issued upon the settlement of performance shares previously granted to the reporting person under the 2012 Share Incentive Plan for the fiscal 2013 performance period, which shares are fully vested.
- (2) These transactions were affected by the reporting person's spouse and should have been reflected in the reporting person's Section 16 filings. These indirect holdings will be reflected in the reporting person's future Section 16 filings.
- (3) These retention stock options, which were issued to the reporting person under the 2012 Share Incentive Plan, will vest annually in equal installments over a period of three years, beginning on the first anniversary of the grant date.

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.