

MEDIFAST INC
Form 4
February 21, 2017

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
AMELI MEHRNAZ MONA

(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)
02/16/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

President, Take Shape For Life

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	02/16/2017		A	(A) or (D) Amount (1) 2,375 Price \$ 0	7,369	D	
Common Stock	02/16/2017		A	(A) or (D) Amount (2) 2,120 Price \$ 0	9,489	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance Restricted Stock Units	(3)	02/16/2017		A	37,950 (3)	(3) (3)	Common Stock 37,950
Stock Options	\$ 44.73	02/16/2017		A	7,500 (4)	(4) 02/16/2027	Common Stock 7,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

AMELI MEHRNAZ MONA
C/O MEDIFAST, INC.,
3600 CRONDALL LANE
OWINGS MILLS, MD 21117

President, Take Shape For Life

Signatures

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

02/21/2017

**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) Represents shares issued to the reporting person under the 2012 Share Incentive Plan after pre-established performance -based conditions were satisfied for the 2016 performance period.
- (2) This annual restricted stock grant, which was 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.
- (3) Represents the maximum number of shares that may be earned under this performance-based deferred share award. The actual number of deferred shares that will vest will be determined based on the achievement of certain pre-established performance goals, including the Company's total shareholder return and the price of the Common Stock, following the 2017 performance period.
- (4) These non qualified stock options, which were issued to the reporting person under the 2012 Share Incentive Plan, will vest in three equal annual installments 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.

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