

MEDIFAST INC
Form 5
February 17, 2015

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
REILLY DONALD F

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O MEDIFAST, INC., 3600 CRONDALL LANE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

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

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

6. Individual or Joint/Group Reporting

(check applicable line)

OWINGS MILLS, MD 21117

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	02/19/2013	^	A4	750 (1) A \$ 0 750	D	^	
Common Stock	02/19/2013	^	G5	750 D \$ 0 0	D	^	
Common Stock	02/05/2014	^	A4	750 (2) A \$ 0 750	D	^	
Common Stock	02/05/2014	^	G	750 D \$ 0 0	D	^	

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

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(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 Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
					(A)	(D)			
Stock Option	\$ 26.52	02/05/2014	Â	A4	5,000	Â	Â (3) 02/05/2024	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REILLY DONALD F C/O MEDIFAST, INC. 3600 CRONDALL LANE OWINGS MILLS,Â MDÂ 21117	Â X	Â	Â	Â

Signatures

/s/ Jason L. Groves, Esq.,
attorney-in-fact

02/17/2015

__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 granted to the reporting person for satisfactory participation on the Board of Directors under the 2012 Share Incentive Plan. These shares vested in full on 1/1/2015.
- (2) Represents shares granted to the reporting person for satisfactory participation on the Board of Directors under the 2012 Share Incentive Plan. These shares will vest in full on 1/1/2016.
- (3) These options 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 provided 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.