

NUTRI SYSTEM INC /DE/
Form 4
May 24, 2016

FORM 4

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

OMB APPROVAL

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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 *
MONAHAN MICHAEL P.

(Last) (First) (Middle)
600 OFFICE CENTER DRIVE
(Street)

FORT WASHINGTON, PA 19034

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NUTRI SYSTEM INC /DE/ [NTRI]

3. Date of Earliest Transaction
(Month/Day/Year)
05/22/2016

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)
Chief Financial Officer

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	05/22/2016		F		3,075 (1)	D	
Common stock	05/23/2016		M		24,736	D	
Common stock	05/23/2016		S		\$ 24,736 (2)	D	
Common stock	05/24/2016		M		2,879	D	
Common stock	05/24/2016		M		5,554	D	

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Common stock	05/24/2016		M	6,043	A	\$ 18.98	81,749	D
Common stock	05/24/2016		S ⁽³⁾	14,476	D	\$ 27.5034 <u>(4)</u>	67,273	D
Common stock	05/24/2016		S ⁽³⁾	1,000	D	\$ 27.502	66,273	D
Common stock	05/24/2016		S ⁽³⁾	12,561	D	\$ 27.5008 <u>(5)</u>	53,712	D

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) (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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common stock options, .001 (right to buy)	\$ 8.88	05/23/2016		M		24,736	05/22/2016	05/22/2020	Common Shares	24,736
Common stock options, .001 (right to buy)	\$ 8.88	05/24/2016		M		2,879	05/22/2015	05/22/2020	Common Shares	2,879
Common stock options, .001 (right to	\$ 14.95	05/24/2016		M		5,554	03/20/2016	03/20/2021	Common Shares	5,554

buy)

Common
stock

options, .001 (right to buy)	\$ 18.98	05/24/2016	M	6,043	01/02/2016	01/02/2022	Common Shares	6,043
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MONAHAN MICHAEL P. 600 OFFICE CENTER DRIVE FORT WASHINGTON, PA 19034			Chief Financial Officer	

Signatures

/s/ Michael P.
Monahan

05/24/2016

__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) Withholding of common stock to cover tax liability.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.3300 to

(2) \$26.7100, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) Sale pursuant to a 10(b)5-1 plan.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.5000 to

(4) \$27.5100, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.5000 to

(5) \$27.5020, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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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