

MEDIFAST INC  
Form SC 13G/A  
February 18, 2015

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

**SCHEDULE 13G/A**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 1) \***

**Medifast, Inc.**

**(Name of Issuer)**

**Common Stock, par value \$0.001 per share**

**(Title of Class of Securities)**

**58470H101**

**(CUSIP Number)**

**September 5, 2014**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Persons

**Coliseum Capital Management, LLC**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

**Delaware**

5. Sole Voting Power

Number of

Shares **0**  
6. Shared Voting Power

Beneficially

Owned by **0**  
Each 7. Sole Dispositive Power

Reporting

Person **0**  
8. Shared Dispositive Power

With

**0**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

**0**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

**0.0%**

12. Type of Reporting Person (See Instructions)

**OO, IA**

1. Names of Reporting Persons

**Coliseum Capital, LLC**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

**Delaware**

5. Sole Voting Power

Number of

Shares **0**  
6. Shared Voting Power

Beneficially

Owned by **0**  
Each 7. Sole Dispositive Power

Reporting

Person **0**  
8. Shared Dispositive Power

With

**0**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

**0**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

**0.0%**

12. Type of Reporting Person (See Instructions)

**00**

1. Names of Reporting Persons

**Coliseum Capital Partners, L.P.**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

**Delaware**

5. Sole Voting Power

Number of

Shares **0**  
6. Shared Voting Power

Beneficially

Owned by **0**  
Each 7. Sole Dispositive Power

Reporting

Person **0**  
8. Shared Dispositive Power

With

**0**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

**0.0**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

**0.0%**

12. Type of Reporting Person (See Instructions)

**PN**



1. Names of Reporting Persons

**Coliseum Capital Partners II, L.P.**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

**Delaware**

5. Sole Voting Power

Number of

Shares **0**  
6. Shared Voting Power

Beneficially

Owned by **0**  
Each 7. Sole Dispositive Power

Reporting

Person **0**  
8. Shared Dispositive Power

With

**0**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

**0**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

**0.0%**

12. Type of Reporting Person (See Instructions)

**PN**

1. Names of Reporting Persons

**Adam Gray**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

**United States**

5. Sole Voting Power

Number of

Shares **0**  
6. Shared Voting Power

Beneficially

Owned by **0**  
Each 7. Sole Dispositive Power

Reporting

Person **0**  
8. Shared Dispositive Power

With

**0**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

**0**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

**0.0%**

12. Type of Reporting Person (See Instructions)

**IN**

1. Names of Reporting Persons

**Christopher Shackelton**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

**United States**

5. Sole Voting Power

Number of

Shares **0**  
6. Shared Voting Power

Beneficially

Owned by **0**  
Each 7. Sole Dispositive Power

Reporting

Person **0**  
8. Shared Dispositive Power

With

**0**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

**0**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

**0.0%**

12. Type of Reporting Person (See Instructions)

**IN**

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**Item 1.**

(a) Name of Issuer

Medifast, Inc.

(b) Address of Issuer's Principal Executive Offices

11445 Cronhill Drive

Owings Mills, Maryland 21117

**Item 2.**

(a) Name of Person Filing

This Schedule 13G is being filed on behalf of Coliseum Capital Management, LLC ( CCM ), Coliseum Capital, LLC ( CC ), Coliseum Capital Partners, L.P. ( CCP ), Coliseum Capital Partners II, L.P. ( CCP2 ), Adam Gray ( Gray ) and Christopher Shackelton ( Shackelton ) and together with CCM, CC, CCP, CCP2 and Gray, the Reporting Persons ).

(b) Address of Principal Business office or, if None, Residence

The address of the principal business and office of the Reporting Persons is Metro Center, 1 Station Place, 7th Floor South, Stamford, CT 06902.

(c) Citizenship

(i) CCM is a Delaware limited liability company

(ii) CC is a Delaware limited liability company

(iii) CCP is a Delaware limited partnership

(iv) CCP2 is a Delaware limited partnership

(v) Gray is a United States citizen

(vi) Shackelton is a United States citizen

(d) Title of Class of Securities  
Common Stock, No Par Value (the Common Stock )

(e) CUSIP No.  
58470H101



**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a) .. Broker or dealer registered under section 15 of the Act (15 U.S.C. 78c).
- (b) .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) .. Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) .. Investment company registered under section 8 of the Investment Company Act (15 U.S.C. 80a-8).
- (e) .. An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).
- (f) .. An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(ii)(F).
- (g) .. A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).
- (h) .. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) .. A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J).
- (k) .. Group in accordance with § 240.13d-1(b)(ii)(J).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:\_\_\_\_\_

**Item 4. Ownership.**

The information relating to the beneficial ownership of Common Stock by each of the Reporting Persons set forth in Rows 5 through 9 and Row 11 of the cover pages hereto is incorporated herein by reference.

The ownership percentage of each Reporting Person set forth in Row 11 of the cover pages hereto has been calculated based on an assumed total of 12,060,558 shares of Common Stock outstanding as of November 10, 2014, as reported in the Issuer's Quarterly Report for the fiscal quarter ended September 30, 2014 on Form 10-Q, as filed with the Securities and Exchange Commission on November 10, 2014.

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class securities, check the following

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable

**Item 10. Certifications.**

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 17, 2015

**COLISEUM CAPITAL MANAGEMENT, LLC**

By: /s/ Christopher Shackelton  
Christopher Shackelton, Manager

**COLISEUM CAPITAL, LLC**

By /s/ Adam Gray  
Adam Gray, Manager

**COLISEUM CAPITAL PARTNERS, L.P.**

By: Coliseum Capital, LLC, General Partner

By: /s/ Adam Gray  
Adam Gray, Manager

**COLISEUM CAPITAL PARTNERS II, L.P.**

By: Coliseum Capital, LLC, General Partner

By: /s/ Adam Gray  
Adam Gray, Manager

**ADAM GRAY**

/s/ Adam Gray  
Adam Gray

**CHRISTOPHER SHACKELTON**

/s/ Christopher Shackelton  
Christopher Shackelton

**EXHIBITS**

1. Joint Filing Agreement Pursuant to Rule 13d-1, dated February 17, 2015

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