

MEDIFAST INC
Form 5
February 14, 2014

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 *
**SHEETZ MARGARET
MACDONALD**

(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)

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

**C/O MEDIFAST, INC, 11445
CRONHILL DR.**

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	11/29/2006	Â	G5	16,667 (2) A \$ 0	346,692	D	Â
Common Stock	06/19/2007	Â	G5	95 (2) A \$ 0	346,692	D	Â
Common Stock	08/24/2007	Â	G5	20,000 (2) D \$ 0	346,692	D	Â
Common Stock	07/24/2008	Â	A5	125,000 (1) A \$ 0	346,692	D	Â

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Common Stock	11/21/2008	Â	A5	40,000 (1)	A	\$ 0	346,692	D	Â
Common Stock	05/07/2009	Â	A5	100,000 (1)	A	\$ 0	346,692	D	Â
Common Stock	09/16/2009	Â	G5	10,000 (2)	D	\$ 0	346,692	D	Â
Common Stock	06/04/2010	Â	G5	5,000 (2)	A	\$ 0	346,692	D	Â
Common Stock	06/04/2010	Â	G5	15,000 (2)	D	\$ 0	346,692	D	Â
Common Stock	01/14/2011	Â	G5	10,000 (2)	D	\$ 0	346,692	D	Â
Common Stock	11/07/2013	Â	S4	7,000	D	\$ 23.8261	346,692 (3)	D	Â
Common Stock	11/08/2013	Â	S4	20,000	D	\$ 23.8408	346,692 (3)	D	Â
Common Stock	11/22/2013	Â	S4	8,000	D	\$ 26.0054	346,692 (3)	D	Â
Common Stock	12/02/2013	Â	S4	18,000	D	\$ 25.6287	346,692 (4)	D	Â

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)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

SHEETZ MARGARET MACDONALD
C/O MEDIFAST, INC
11445 CRONHILL DR.
OWINGS MILLS, MD 21117

Â X Â Â President & COO Â

Signatures

/s/ Margaret MacDonald 02/14/2014
Sheetz

__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) These securities were awarded by the Company in transactions exempt from Section 16(b) of the Exchange Act.
- (2) These transactions reflect gifts received by the reporting person, or given by the reporting person, in transactions exempt from Section 16(b) of the Exchange Act.
- (3) These transactions were initially reported on a Form 4 filed by the reporting person on November 25, 2013 and are corrected to reflect the amount of shares beneficially owned at fiscal year-end.
- (4) These transactions were initially reported on a Form 4 filed by the reporting person on December 4, 2013 and are corrected to reflect the amount of shares beneficially owned at fiscal year-end.

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.