

MEDIFAST INC  
Form 4  
February 21, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ROBINSON TIMOTHY G

(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  
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/16/2017		A		9,500 (1)	A	\$ 0 26,991 D
Common Stock	02/16/2017		A		2,120 (2)	A	\$ 0 29,111 D
Common Stock	02/19/2017		F		1,067	D	\$ 45.07 28,044 D

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

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SEC 1474 (9-02)

number.

**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)	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
ROBINSON TIMOTHY G C/O MEDIFAST, INC., 3600 CRONDALL LANE OWINGS MILLS, MD 21117			Chief Financial Officer	

## Signatures

/s/ Timothy G. Robinson                      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) 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)

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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.

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