

MEDIFAST INC
Form 8-K
February 04, 2014

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **February 4, 2014**

MEDIFAST, INC.

(Exact name of registrant as specified in its Charter)

<u>Delaware</u>	<u>001-31573</u>	<u>13-3714405</u>
(State or other jurisdiction of incorporation)	(Commission file number)	(IRS Employer Identification No.)

11445 Cronhill Drive, Owings Mills, Maryland, 21117

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(410)-581-8042**

N/A

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events

Attached hereto as Exhibit 99.1 is a form of incentive stock option agreement to be used in connection with incentive stock option grants to the Company's executive officers, directors, key employees or key independent contractors under the Medifast 2012 Share Incentive Plan, as amended.

Item 9.01. Financial Statements and Exhibits.

Exhibit Number	Description
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99.1	2012 Share Incentive Plan – Form of Incentive Stock Option Agreement.
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MEDIFAST, INC.

By: /s/ Jason L. Groves
Jason L. Groves

Executive Vice
President and
General Counsel

Dated: February 4, 2014

EXHIBIT INDEX

**Exhibit
Number Description**

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