

MEDIFAST INC
Form 8-K
June 15, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): June 15, 2018

MEDIFAST, INC.

(Exact name of registrant as specified in its charter)

Delaware **001-31573** **13-3714405**

(State or other (Commission (I.R.S. Employer
jurisdiction of incorporation) File Number) Identification No.)

100 International Drive, Baltimore, Maryland 21202
(Address of Principal Executive Offices) (Zip Code)

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

N/A

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

Check the appropriate box below if the Form 8-K filing 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01. Regulation FD Disclosure.

Medifast, Inc. (the “Company”) previously announced the intention to repurchase shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), pursuant to a program adopted in September 2014 (the “Repurchase Program”). As of June 14, 2018, there were approximately 850,000 shares of Common Stock available for repurchase under the Repurchase Program. The Company, in accordance with, and as a part of, the Repurchase Program implemented a Rule 10b5-1 repurchase plan (the “Original 10b5-1 Plan”) to facilitate repurchases of Common Stock under the Repurchase Program. The Original 10b5-1 Plan terminated on June 13, 2018 and the Company has adopted a new Rule 10b5-1 repurchase plan (the “New 10b5-1 Plan”) to facilitate its repurchases of Common Stock under the Repurchase Program. The New 10b5-1 Plan has been adopted in accordance with guidelines specified by Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the Company’s Insider Trading Policy, and all repurchases will be made in accordance with Rule 10b-18 of the Exchange Act.

The information presented in Item 7.01 of this Current Report on Form 8-K shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, unless the Company specifically states that the information is to be considered “filed” under the Exchange Act or specifically incorporates it by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act.

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/ Timothy
Robinson
Timothy
Robinson

Chief Financial
Officer

Dated: June 15, 2018