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MEDIFAST INC
Form 8-A12B/A
December 19, 2002

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

AMENDED FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECUTRITIES
PERSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

MEDIFAST, INC.

(exact name of registrant as specified in its charter)

DELAWARE 133714405

(state of incorporation) (I.R.S. Employer Identification No.)

11445 CRONHILL DRIVE, OWINGS MILLS, MD 21117

(address of principal executive offices) (zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class Name of each exchange on which
To be so registered each class is to be registered

COMMON STOCK THE AMERICAN STOCK EXCHANGE

If this form related to the registration of a class of securities pursuant to
Section 12(b) of the Exchange Act and is effective pursuant to General
Instruction A. (c), check the following box. |X|

If this form related to the registration of a class of securities pursuant to
Section 12(g) of the Exchange Act and is effective pursuant to General
Instruction A. (d), check the following box. |_|

Securities Act registration statement file number to which this form relates:
____N/A_____ (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

N/A

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. AMENDED DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The American Stock Exchange has approved Medifast, Inc., to trade
11,230,881 shares of Common Stock @ a par value of \$.001 per share. As of
September 30, 2002, Medifast, Inc. had 6,832,969 shares of Common Stock issued

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and outstanding.

ITEM 2. EXHIBITS.

N/A

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

(Registrant) : /s/ BRADLEY T. MACDONALD

Date: December 17, 2002

By: Bradley T. MacDonald, Chairman of the Board, Chief Executive Officer