

MEDIFAST INC  
Form 8-K  
December 26, 2012

**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) December 19, 2012**

**MEDIFAST, INC.**

**(Exact name of registrant as specified in its charter)**

<u>Delaware</u>	<u>000-23016</u>	<u>13-3714405</u>
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(IRS Employer Ident. No.)

<u>11445 Cronhill Drive, Owing Mills, Maryland</u>	<u>21117</u>
(Address of principal executive offices)	(Zip Code)

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

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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:

- 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(b) On December 19, 2012, Edward Powers, notified Medifast, Inc. (the “Company”) of his intent to resign from his position as acting Chief Financial Officer and principal accounting officer of the Company, effective not later than January 4, 2013, to pursue other interests. Mr. Powers became acting Chief Financial Officer on November 13, 2012 after the resignation of Chief Financial Officer Brendan Connors. The Company has been and is continuing to conduct a national search for the CFO position. On an interim basis and in addition to his current duties, Joseph Kelleman, the Company’s Director of Finance – Supply Chain will act as the Company’s chief financial officer.

SIGNATURES

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.

Dated: December 26, 2012

/s/ Jason L. Groves  
Executive Vice President, General Counsel