MEDIFAST INC
Form 25
August 24, 2006

```
                              ==============================
                                      OMB APPROVAL
                              ==============================
                              OMB Number:         3235-0080

                              Expires:      January 31, 2008

                              Estimated average burden
                              hours per response      1.7
                              ==============================
```

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

                                FORM 25

          NOTIFICATION OF REMOVAL FROM LISTING AND/OR REGISTRATION
        UNDER SECTION 12(b) OF THE SECURITIES EXCHANGE ACT OF 1934.

                  Commission File Number 000-23016
```

```
                    Issuer:  Medifast, Inc.
                    Exchange: American Stock Exchange
```

```
                (Exact name of Issuer as specified in its charter, and
           name of Exchange where security is listed and/or registered)
```

```
                    Address:         11445 Cronhill Drive
                                     Owings Mills, Maryland 21117
                    Telephone number: 410-581-8042
```

```
        (Address, including zip code, and telephone number, including area code,
                   of Issuer's principal executive offices)
```

```
                    Common Stock, par value $.001
```

```
                    (Description of class of securities)
```

Please place an X in the box to designate the rule provision relied upon to
strike the class of securities from listing and registration:

|_| 17 CFR 240.12d2-2(a)(1)

|_| 17 CFR 240.12d2-2(a)(2)

|_| 17 CFR 240.12d2-2(a)(3)

|_| 17 CFR 240.12d2-2(a)(4)

|_| Pursuant to 17 CFR 240.12d2-2(b), the Exchange has complied with its
      rules to strike the class of securities from listing and/or withdraw
      registration on the Exchange. (1)

|X| Pursuant to 17 CFR 240.12d2-2(c), the Issuer has complied with its

1

rules of the Exchange and the requirements of 17 CFR 240.12d-2(c)
governing the voluntary withdrawal of the class of securities from
listing and registration on the Exchange.

Pursuant to the requirements of the Securities Exchange Act of 1934, Medifast,
Inc. certifies that it has reasonable grounds to believe that it meets all of
the requirements for filing the Form 25 and has caused this notification to be
signed on its behalf by the undersigned duly authorized person.

```
   --------------------       --------------------       --------------------
      2006-08-24        By    Michael McDevitt           President & CFO
   --------------------       --------------------       --------------------
       Date                        Name                      Title
```