

MACDONALD MICHAEL C  
Form 4  
March 07, 2019

# FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MACDONALD MICHAEL C

(Last) (First) (Middle)

C/O MEDIFAST, INC., 100  
INTERNATIONAL DRIVE

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MEDIFAST INC [MED]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/05/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4)  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |  |
| Common Stock                    | 03/05/2019                           |  | S                              | 6,607 D \$ 130.38 (1)   | 5,793   | I  | Michael C. MacDonald Charitable Remainder Unitrust (2) |
| Common Stock                    | 03/05/2019                           |  | S                              | 2,410 D \$ 131.46 (3)   | 3,383   | I  | Michael C. MacDonald Charitable Remainder Unitrust (2) |
| Common Stock                    | 03/05/2019                           |  | S                              | 2,883 D \$ 132.58   | 500   | I  | Michael C. MacDonald                                   |

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|              |            |   |       |   | (4)       |         |   |  |   |
|--------------|------------|---|-------|---|-----------|---------|---|--|---|
| Common Stock | 03/05/2019 | S | 500   | D | \$ 133.34 | 0       | I |  | Charitable Remainder Unitrust (2)<br>Michael C. MacDonald Charitable Remainder Unitrust (2) |
|              |            |   |       |   | (5)       |         |   |  |   |
| Common Stock | 03/05/2019 | S | 3,654 | D | \$ 130.39 | 298,842 | D |  |   |
|              |            |   |       |   | (6)       |         |   |  |   |
| Common Stock | 03/05/2019 | S | 1,200 | D | \$ 131.44 | 297,642 | D |  |   |
|              |            |   |       |   | (7)       |         |   |  |   |
| Common Stock | 03/05/2019 | S | 1,371 | D | \$ 132.56 | 296,271 | D |  |   |
|              |            |   |       |   | (8)       |         |   |  |   |
| Common Stock | 03/05/2019 | S | 200   | D | \$ 133.3  | 296,071 | D |  |   |
|              |            |   |       |   | (9)       |         |   |  |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

MACDONALD MICHAEL C  
 C/O MEDIFAST, INC., X  
 100 INTERNATIONAL DRIVE  
 BALTIMORE, MD 21202

## Signatures

/s/ Timothy G. Robinson,  
 attorney-in-fact

03/07/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The price reported in Colum 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$130.00 to \$130.97, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range described herein.

(2) The shares are held by the Michael C. MacDonald Charitable Remainder Unitrust, dated October 24, 2018, for which the Reporting Person acts as Trustee, and of which the Reporting Person and his wife are beneficiaries. The Reporting Person continues to report beneficial ownership of all of the Issuer Common Stock held by the Trust but disclaims beneficial ownership except to the extent of his and his wife's pecuniary interest therein.

(3) The price reported in Colum 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$131.02 to \$131.97, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range described herein.

(4) The price reported in Colum 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$132.02 to \$132.99, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range described herein.

(5) The price reported in Colum 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$133.03 to \$133.60, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range described herein.

(6) The price reported in Colum 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$130.005 to \$130.98, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range described herein.

(7) The price reported in Colum 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$131.00 to \$131.97, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range described herein.

(8) The price reported in Colum 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$132.02 to \$132.90, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range described herein.

(9) The price reported in Colum 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$133.02 to \$133.57, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range described herein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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