

MEDIFAST INC  
Form 8-K  
November 14, 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) November 13, 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<br>of incorporation or organization) | (Commission File Number) | (IRS Employer<br>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**

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:

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- “ 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 November 13, 2012, Brendan N. Connors notified Medifast, Inc. (the “Company”) of his resignation as Chief Financial Officer. Edward Powers, who has served as the Company’s Senior Corporate Controller since 2011, was appointed acting Chief Financial Officer effective November 13, 2012. The Company intends to conduct a national search for the CFO position.

A press release issued by the Company in connection with Mr. Connor’s resignation is furnished herewith as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

Exhibit No. Description

|      |  |
|------|--|
| 99.1 | Press Release issued by Medifast, Inc. on November 13, 2012. |
|------|--|

**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: November 14, 2012

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/s/ Edward Powers  
Edward Powers  
Acting Chief Financial Officer