

Edgar Filing: EDIETS COM INC - Form 10QSB/A

EDIETS COM INC
Form 10QSB/A
August 12, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB/A
Amendment No. 1

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2002 Commission File Number 0-30559

eDiets.com, Inc.
(Exact name of small business issuer as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

56-0952883
(I.R.S. Employer
Identification No.)

3801 W. Hillsboro Boulevard
Deerfield Beach, Florida 33442
(Address of principal executive offices)

(954) 360-9022
(Issuer's telephone number, including area code)

Check whether the issuer: (1) has filed all reports required to be filed by
Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12
months (or for such shorter period that the registrant was required to file such
reports), and (2) has been subject to such filing requirements for the past 90
days.

Yes No

State the number of shares outstanding of each of the issuer's classes of common
equity, as of the latest practicable date:

At July 26, 2002, there were 15,767,017 shares of common stock, par value \$.001
per share, outstanding.

Transitional Small Business Disclosure Format (check one): Yes No

EXPLANATORY NOTE

This Amendment No. 1 to the Registrant's Quarterly Report on Form 10-QSB for the period ending June 30, 2002 is being filed solely to include as Exhibits 99.1 and 99.2, the certifications required by Section 906 of the Sarbanes-Oxley Act of 2002, which became effective on July 30, 2002. No revisions have been made to the Registrant's financial statements or any other disclosure contained in such Quarterly Report.

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K.

(a) The following exhibits are included herein:

- 10.1 Employment Agreement dated as of June 1, 2002 between eDiets.com, Inc. and Robert T. Hamilton
- 10.2 Employment Agreement dated as of June 1, 2002 between eDiets.com, Inc. and Christine M. Brown
- 10.3 Employment Agreement dated as of June 1, 2002 between eDiets.com, Inc. and Steven E. Johnson
- 10.4 Employment Agreement dated as of June 1, 2002 between eDiets.com, Inc. and Ronald L. Caporale
- 10.5 Employment Agreement dated as of June 1, 2002 between eDiets.com, Inc. and M. Roshelle Jones
- 10.6 Amended Revenue Share Program Agreement dated May 19, 2002 between eDiets.com and eUniverse, Inc. (1)
- 10.7 Amendment No. 2 to Master Advertising Agreement dated April 5, 2002 between eDiets.com and Microsoft Corporation (1)
- 10.8 Schedule No. 2 to Master Advertising Agreement dated July 1, 2002 between eDiets.com and Microsoft Corporation (1)
- 99.1 Certification of Chief Executive Officer
- 99.2 Certification of Chief Financial Officer
- (1) Confidential treatment requested pursuant to Rule 24B-2 promulgated under the Securities and Exchange Act of 1934. Confidential portions of this document have been redacted and have been filed separately with the SEC.

(b) Reports on Form 8-K:

- 1. A report on Form 8-K was filed with the Securities and Exchange Commission on April 26, 2002 reporting one event under Item 5, Other Events, and filing one exhibit under Item 7, Exhibits.
- 2. A report on Form 8-K was filed with the Securities and Exchange Commission on June 18, 2002 reporting one event under Item 5, Other Events, and filing one exhibit under Item 7, Exhibits.

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SIGNATURE

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

eDiets.com, Inc.

/s/ ROBERT T. HAMILTON

ROBERT T. HAMILTON
Chief Financial Officer
(Principal Financial Officer)

DATE: August 12, 2002

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EXHIBIT INDEX

- 99.1 Certification of Chief Executive Officer
- 99.2 Certification of Chief Financial Officer