

Richardson Kevin A II  
 Form 4  
 June 15, 2011

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 Prides Capital Partners, LLC

(Last) (First) (Middle)

200 STATE STREET, 13TH FLOOR

(Street)

BOSTON, MA 02109

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 EDIETS COM INC [DIET]

3. Date of Earliest Transaction (Month/Day/Year)  
 06/14/2011

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 Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |  |  |                                   |
| Common Stock                    |                                      |  |                                |   | 4,841,875  | D (2)  |                                   |
| Common Stock                    |                                      |  |                                |   | 37,424,380   | I  | See Footnote (3)                  |
| Common Stock                    |                                      |  |                                |   | 1,018,375 (8)  | D (2)  |                                   |
| Common Stock                    |                                      |  |                                |   | 1,047,375 (8)  | D (2)  |                                   |
| Common Stock                    | 06/14/2011                           |  | P                              | 2,300 A \$ 1.25   | 1,049,675 (8)  | D (2)  |                                   |

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title   |
| Subscription Rights (right to buy)         | \$ 0.4125  | 05/13/2011                           |  | X                              | 885,454   | 04/21/2011 05/13/2011                                    | Common Stock  |
| Subscription Rights (right to buy)         | \$ 0.4125  | 05/13/2011                           |  | X                              | 1,616,000   | 04/21/2011 05/13/2011                                    | Common Stock  |
| Stock Option (Right to Buy)                | \$ 0.57  |                                      |  |                                |   | <sup>(4)</sup> 03/15/2021                                | Common Stock  |
| Stock Option (Right to Buy)                | \$ 3.79  |                                      |  |                                |   | <sup>(7)</sup> 04/02/2012                                | Common Stock  |
| Warrant for the Purchase of Common Stock   | \$ 0.3535  |                                      |  |                                |   | 02/07/2011 02/07/2014                                    | Common Stock  |
| Warrant for the Purchase of Common Stock   | \$ 1.2   |                                      |  |                                |   | 11/12/2009 11/12/2019                                    | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Prides Capital Partners, LLC<br>200 STATE STREET<br>13TH FLOOR<br>BOSTON, MA 02109 | X             | X         |         |       |

Richardson Kevin A II  
200 STATE STREET  
13TH FLOOR  
BOSTON, MA 02109

X X

## Signatures

Prides Capital Partners, LLC 06/15/2011

\*\*Signature of Reporting Person Date

Kevin A. Richardson, II 06/15/2011

\*\*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) Pursuant to Rights Offering Registration No. 333-173315.
- (2) Owned directly by Kevin A. Richardson, II.

(3) The shares of Common Stock reported herein as indirectly beneficially owned by Prides Capital Partners, L.L.C are owned directly by Prides Capital Fund I, L.P. Because Prides Capital Partners, L.L.C. is the general partner of Prides Capital Fund I, L.P., Prides Capital Partners, L.L.C. may be deemed to be the beneficial owner of shares owned by such entity. Because Kevin A. Richardson, II is the controlling member of Prides Capital Partners, L.L.C., he may be deemed to be the beneficial owner of shares deemed to be beneficially owned by such entity. Each of Prides Capital Partners, L.L.C., Prides Capital Fund I, L.P, and Kevin A. Richardson, II disclaim beneficial ownership of these shares, except to the extent of any pecuniary interest therein.

(4) Exercisable according to the following vesting schedule: 100,000 beginning on May 3, 2011; 50,000 beginning on July 1, 2011 and 50,000 beginning on October 1, 2011.

(5) The options reported herein as indirectly beneficially owned by Prides Capital Partners, L.L.C. are owned directly by Kevin A. Richardson II. Mr. Richardson is deemed to hold the options for the benefit of Prides Capital Fund I, L.P. and may exercise the options solely upon the direction of Prides Capital Fund I, L.P., which is entitled to the shares issued upon exercise. Because Prides Capital Partners, L.L.C. is the general partner of Prides Capital Fund I, L.P., Prides Capital Partners, L.L.C. may be deemed to be the beneficial owner of options owned by such entity. Each of Prides Capital Partners, L.L.C., Prides Capital Fund I, L.P, and Kevin A. Richardson, II disclaim beneficial ownership of these options, except to the extent of any pecuniary interest therein.

(6) The options or warrants reported herein as indirectly beneficially owned by Prides Capital Partners, L.L.C are owned directly by Prides Capital Fund I, L.P. Because Prides Capital Partners, L.L.C. is the general partner of Prides Capital Fund I, L.P., Prides Capital Partners, L.L.C. may be deemed to be the beneficial owner of options and warrants owned by such entity. Because Kevin A. Richardson, II is the controlling member of Prides Capital Partners, L.L.C., he may be deemed to be the beneficial owner of options or warrants deemed to be beneficially owned by such entity. Each of Prides Capital Partners, L.L.C., Prides Capital Fund I, L.P, and Kevin A. Richardson, II disclaim beneficial ownership of these options and warrants, except to the extent of any pecuniary interest therein.

(7) These options are immediately exercisable.

(8) Amount reflects 1-for-5 reverse stock split that was effective 06/01/2011

### Remarks:

Kevin A. Richardson, II has been deputized by Prides Capital Partners, L.L.C. to serve on the Issuer's board of directors, and t

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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