

EDIETS COM INC
Form 8-K
August 09, 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): August 6, 2012

eDiets.com, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-30559
(Commission
File Number)

56-0952883
(IRS Employer
Identification No.)

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1000 Corporate Drive Suite 600

Fort Lauderdale, FL
(Address of principal executive offices)

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

33334
(Zip Code)

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 (*see* General Instruction A.2. below):

- .. 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 1.01 Entry Into a Material Definitive Agreement.

On August 6, 2012, eDiets.com, Inc. (the Company) and the Company s wholly owned subsidiary, Nutrio.com, Inc. (together with the Company, the Sellers), entered into an Asset Purchase Agreement (the Purchase Agreement) with Nutrio, LLC (Nutrio), a Delaware limited liability company. Under the Purchase Agreement and related Bill of Sale and Assignment and Assumption Agreement (the Bill of Sale), Nutrio purchased all of the Sellers right, title and interest in and to certain assets relating to the Sellers corporate services business, which provides private label online nutrition, fitness and wellness programs to companies mainly in the health insurance, pharmaceutical and food industries. The transaction closed on August 6, 2012, although certain post-closing obligations and covenants apply, including making certain filings and obtaining certain consents.

The acquired assets include contracts with customers and suppliers, equipment, software and other intellectual property. In addition, the Sellers assigned rights to receive payments under certain contracts under the terms of an Assignment of Payments. The purchase price of \$255,000 was adjusted dollar-for-dollar at closing to reflect, among other things, previously invoiced work, services and products to be delivered after closing.

The foregoing description of the Purchase Agreement, the Bill of Sale and the Assignment of Payments does not purport to be complete and is qualified in its entirety by reference to the Purchase Agreement, the Bill of Sale and the Assignment of Payments, copies of which are filed as Exhibit 10.64, Exhibit 10.65 and Exhibit 10.66, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

The Purchase Agreement, the Bill of Sale and the Assignment of Payments are provided to give investors information regarding its terms. Investors are not third-party beneficiaries under the Purchase Agreement, the Bill of Sale or the Assignment of Payments and should not view the representations, warranties and covenants or any descriptions thereof as characterizations of the actual state of facts or conditions of the Company.

Item 2.01 Completion of Acquisition or Disposition of Assets.

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.01.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
10.64	Asset Purchase Agreement dated August 6, 2012 by and among eDiets.com, Inc., Nutrio.com, Inc. and Nutrio, LLC.
10.65	Bill of Sale and Assignment and Assumption Agreement dated August 6, 2012 by and among eDiets.com, Inc., Nutrio.com, Inc. and Nutrio, LLC.
10.66	Assignment of Payments dated August 6, 2012 by and among eDiets.com, Inc., Nutrio.com, Inc. and Nutrio, LLC.

SIGNATURES

Pursuant to the requirement of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

eDiets.com, Inc.

By: /s/ Kevin A. Richardson, II
Kevin A. Richardson, II
Chairman

Date: August 9, 2012

EXHIBIT INDEX

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