

MEDIFAST INC  
Form 8-K  
January 19, 2016

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 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): **January 12, 2016**

**MEDIFAST, INC.**

(Exact name of registrant as specified in its Charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-31573**

(Commission file number)

**13-3714405**

(IRS Employer  
Identification No.)

**3600 Crondall Lane, Owings Mills, Maryland**

(Address of Principal Executive Offices)

**21117**

(Zip Code)

Registrant's telephone number, including area code: **(410)-581-8042**

**N/A**

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On January 12, 2016, Don Gould, Executive Vice President of Technology of Medifast, Inc. (the “Company”), notified the Company of his decision to resign from his current position with the Company, effective on the close of business on February 29, 2016 to pursue new opportunities.

In connection with Mr. Gould’s resignation, Jason Pharmaceuticals, Inc., a wholly-owned subsidiary of the Company, and Mr. Gould’s entered into a separation agreement (the “Separation Agreement”). The Separation Agreement provides for, among other things: (a) one year’s salary of \$239,969, payable on a bi-weekly basis; (b) one year of medical, dental and vision coverage; and (c) the release by Mr. Gould of all claims against the Company and its affiliates. The foregoing description of the Separation Agreement is not complete and is qualified in its entirety by reference to the full text of the Separation Agreement, which is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Separation Agreement by and between Don Gould and Jason Pharmaceuticals, Inc.

Signature

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.

By: /s/ Jason L. Groves  
Jason L. Groves,  
Esq.

Executive Vice  
President,

General Counsel  
and

Corporate  
Secretary

Dated: January 19, 2016

**EXHIBIT INDEX**

| <u>No.</u> | <u>Description</u>   |
|------------|--|
| 99.1       | Separation Agreement between Don Gould and Jason Pharmaceuticals |