

MEDIFAST INC
 Form 4
 November 16, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Welling Glenn W.

(Last) (First) (Middle)

C/O ENGAGED CAPITAL, LLC, 610 NEWPORT CENTER DR. SUITE 250

(Street)

NEWPORT BEACH, CA 92660

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 MEDIFAST INC [MED]

3. Date of Earliest Transaction (Month/Day/Year)
 11/14/2016

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 Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock	11/14/2016		P		21,550	A	\$ 38.9752	689,015	I	By: Engaged Capital Flagship Master Fund, LP (1)
Common Stock	11/14/2016		P		5,529	A	\$ 38.9752	75,529	I	By: Managed Account of

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Common Stock	11/14/2016	P	900	A	\$ 38.7858	76,429	I	Engaged Capital, LLC ⁽²⁾ By: Managed Account of Engaged Capital, LLC ⁽²⁾
Common Stock	11/15/2016	P	6,090	A	\$ 39.204	695,105	I	Engaged Capital Flagship Master Fund, LP ⁽¹⁾ By: Engaged Capital
Common Stock	11/15/2016	P	931	A	\$ 39.204	77,360	I	Managed Account of Engaged Capital, LLC ⁽²⁾ By: Engaged Capital
Common Stock						2,670	D	

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Welling Glenn W. C/O ENGAGED CAPITAL, LLC 610 NEWPORT CENTER DR. SUITE 250 NEWPORT BEACH, CA 92660		X		

Signatures

/s/ Glenn W.
Welling

11/16/2016

**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) Securities owned directly by Engaged Capital Flagship Master Fund, LP ("Engaged Capital Master"). Mr. Welling, solely by virtue of his position as the founder and CIO of Engaged Capital, LLC ("Engaged Capital"), the general partner and investment adviser of Engaged Capital Master, and as the sole member of Engaged Capital Holdings, LLC ("Engaged Holdings"), the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Master for purposes of Section 16. Prior to July 5, 2016 Engaged Capital Master was named Engaged Capital Master Feeder II, LP. Mr. Welling expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

(2) Securities held in an account separately managed by Engaged Capital (the "Engaged Capital Account"). Mr. Welling, solely by virtue of his position as the founder and CIO of Engaged Capital, the investment adviser of the Engaged Capital Account, and as the sole member of Engaged Holdings, the managing member of Engaged Capital, may be deemed to beneficially own the securities held in the Engaged Capital Account for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

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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