

MEDIFAST INC  
Form 8-K  
January 17, 2013

**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) January 16, 2013**

**MEDIFAST, INC.**

**(Exact name of registrant as specified in its charter)**

<b><u>Delaware</u></b>	<b><u>000-23016</u></b>	<b><u>13-3714405</u></b>
<b>(State or other jurisdiction of incorporation or organization)</b>	<b>(Commission File Number)</b>	<b>(IRS Employer Ident. No.)</b>

<b><u>11445 Cronhill Drive, Owing Mills, Maryland</u></b>	<b><u>21117</u></b>
<b>(Address of principal executive offices)</b>	<b>(Zip Code)</b>

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

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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:

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 7.01 Regulation FD Disclosure**

On January 16, 2013, Michael C. MacDonald, Chairman and Chief Executive Officer of Medifast, Inc. (the “Company”) conducted a presentation at the ICR XChange Conference in Miami, Florida. The presentation was broadcast live over the Internet hosted at the Investor Relations section of the Company’s website at [www.choosemedifast.com](http://www.choosemedifast.com) , and will be archived online through January 30, 2013.

The slides used during the presentation are furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this report, including the presentation slides furnished as Exhibit 99.1 hereto, shall not be deemed to be “filed” for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, and shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

Exhibit No. Description

99.1 Presentation.

**SIGNATURES**

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.

Dated: January 17, 2013

/s/ Jason L. Groves  
Jason L. Groves  
Executive Vice President & General Counsel