

MEDIFAST INC
Form 8-K
February 18, 2009

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) February 17, 2009

MEDIFAST, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

000-23016
(Commission File Number)

13-3714405
(IRS Employer Ident No.)

11445 Cronhill Drive, Owing Mills, Maryland
(Address of principal executive offices)

21117
(Zip Code)

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

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 February 17, 2009, Medifast, Inc. (the “Company”) issued a press release in response to allegations made against the Company on the Internet by an unrelated third party.

A copy of Medifast’s press release is attached hereto as Exhibit 99.1 and hereby incorporated by reference.

Item 9.01 Exhibits

Exhibits pursuant to Item 7.01

99.1 Press release issued by Medifast, Inc. on February 17, 2009

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: February 18, 2009

/s/ Michael S. McDevitt
 Michael S. McDevitt
 Chief Executive Officer

e at least 5% over the performance period for a payment to be made.

Executive Officer	Payout Amount Based on EPS Growth (%) for Performance Period				
	5%	10%	15%	20%	25%
Paul B. Toms, Jr.	\$ 31,125	\$ 93,375	\$ 124,500	\$ 155,625	\$ 186,750
Paul A. Huckfeldt	15,000	45,000	60,000	75,000	90,000
Michael W. Delgatti, Jr.	15,003	45,009	60,012	75,015	90,018
Anne M. Jacobsen	12,000	36,000	48,000	60,000	72,000
George Revington	20,004	60,012	80,016	100,020	120,024

- b. An amount set forth in the table below based on the growth of the Company's EPS over the performance period relative to a group of specified peer companies. However, if the Company's EPS growth is not positive for the performance period, this payment will be capped at the amount for the 50th percentile.

Executive Officer	Payout Amount Based on Relative EPS Growth for Performance Period		
	Less than 50th percentile	50th percentile, but less than 75th percentile	Equal to or greater than 75th percentile
Paul B. Toms, Jr.	\$ 0	\$ 124,500	\$ 186,750
Paul A. Huckfeldt	0	60,000	90,000
Michael W. Delgatti, Jr.	0	59,884	89,991
Anne M. Jacobsen	0	48,000	72,000
George Revington	0	79,992	119,988

In addition, a payment will be made to an executive officer under each performance grant upon a change of control of the Company, consistent with attaining 15% EPS growth and relative EPS growth at the 50th percentile for the performance period, or a prorated amount following the death, disability or retirement of the executive officer as described in the executive officer's grant agreement.

The terms of the time-based RSUs and the performance grants are more completely described in the respective forms of grant agreements filed as exhibits to the Company's Current Report on Form 8-K filed with the SEC on February 13, 2012, and which are incorporated by reference into this Item 5.02.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 10.1. Form of Time-Based Restricted Stock Unit Agreement (incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on February 13, 2012)

Exhibit 10.2. Form of Performance Grant Agreement (incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on February 13, 2012)

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.

HOOKER FURNITURE CORPORATION

By: /s/ Paul A. Huckfeldt
Paul A. Huckfeldt
Senior Vice President - Finance and Accounting
Chief Financial Officer

Date: April 18, 2016
