

Richardson Kevin A II
Form 4
March 07, 2013

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 *
Prides Capital Partners, LLC

(Last) (First) (Middle)
200 STATE STREET, 13TH FLOOR
(Street)

BOSTON, MA 02109

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EDIETS COM INC [DIET]

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2013

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)
Executive Chairman

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/28/2013		D		1,086,914	D	(1) 0 (1)
Common Stock	02/28/2013		D		7,484,878	D	(7) 0 (7)

See Footnote (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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)	
					V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy)	\$ 16.85	02/28/2013		D	9,718	(4)	01/02/2014	Common Stock	9,718
Stock Option (Right to Buy)	\$ 4.72	02/28/2013		D	5,000	(4)	06/24/2019	Common Stock	5,000
Stock Option (Right to Buy)	\$ 7.65	02/28/2013		D	5,000	(4)	11/19/2019	Common Stock	5,000
Stock Option (Right to Buy)	\$ 6.95	02/28/2013		D	16,591	(4)	01/04/2020	Common Stock	16,591
Stock Option (Right to Buy)	\$ 5	02/28/2013		D	5,000	(9)	08/23/2020	Common Stock	5,000
Stock Option (Right to Buy)	\$ 2.85	02/28/2013		D	40,000	(4)	03/15/2021	Common Stock	40,000
Warrant for the Purchase of Common Stock	\$ 6	02/28/2013		D	27,000		07/15/2009 07/15/2019	Common Stock	27,000
Warrant for the Purchase of Common	\$ 1.7675	02/28/2013		D	193,940		02/07/2011 02/07/2014	Common Stock	193,940

Stock

Warrant

for the
Purchase
of
Common
Stock

\$ 6

02/28/2013

D

241,931

(4)(10)Common
Stock

241,931

Stock

Option
(Right to
Buy)

\$ 0.55

02/28/2013

D

50,000

(4)

02/16/2022

Common
Stock

50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Prides Capital Partners, LLC 200 STATE STREET 13TH FLOOR BOSTON, MA 02109	X	X	Executive Chairman	
Richardson Kevin A II 200 STATE STREET 13TH FLOOR BOSTON, MA 02109	X	X		

Signatures

Prides Capital
Partners, LLC

03/07/2013

**Signature of Reporting
Person

Date

Kevin A. Richardson,
II

03/07/2013

**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) These shares were exchanged at the effective time of the merger (the "Merger") for an aggregate of 1,376,794 shares of As Seen On TV, Inc. Common Stock at a conversion ratio of 1.2667 shares of As Seen On TV, Inc. Common Stock per share of eDiets Common Stock, with a market value of \$0.48 per share on the effective date of the Merger.
- (2) Owned directly by Kevin A. Richardson, II.
- (3) The shares of Common Stock reported herein are owned directly by Prides Capital Fund I, L.P. Because Prides Capital Partners, L.L.C. is the general partner of Prides Capital Fund I, L.P., Prides Capital Partners, L.L.C. may be deemed to be the beneficial owner of shares owned by such entity. Because Kevin A. Richardson, II is the controlling member of Prides Capital Partners, L.L.C., he may be deemed to be the beneficial owner of shares deemed to be beneficially owned by such entity. Each of Prides Capital Partners, L.L.C., Prides Capital Fund I, L.P., and Kevin A. Richardson, II disclaim beneficial ownership of these shares, except to the extent of

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any pecuniary interest therein.

- (4) These options or warrants are immediately exercisable.

The options reported herein are owned directly by Kevin A. Richardson II. Mr. Richardson is deemed to hold the options for the benefit of Prides Capital Fund I, L.P. and may exercise the options solely upon the direction of Prides Capital Fund I, L.P., which is entitled to the shares issued upon exercise. Because Prides Capital Partners, L.L.C. is the general partner of Prides Capital Fund I, L.P., Prides Capital Partners, L.L.C. may be deemed to be the beneficial owner of options owned by such entity. Each of Prides Capital Partners, L.L.C., Prides Capital Fund I, L.P. and Kevin A. Richardson, II disclaim beneficial ownership of these options, except to the extent of any pecuniary interest therein.

- (5)

The options or warrants reported herein are owned directly by Prides Capital Fund I, L.P. Because Prides Capital Partners, L.L.C. is the general partner of Prides Capital Fund I, L.P., Prides Capital Partners, L.L.C. may be deemed to be the beneficial owner of options and warrants owned by such entity. Because Kevin A. Richardson, II is the controlling member of Prides Capital Partners, L.L.C., he may be deemed to be the beneficial owner of options or warrants deemed to be beneficially owned by such entity. Each of Prides Capital Partners, L.L.C., Prides Capital Fund I, L.P. and Kevin A. Richardson, II disclaim beneficial ownership of these options and warrants, except to the extent of any pecuniary interest therein.

- (6)

These shares were exchanged at the effective time of the merger (the "Merger") for an aggregate of 9,481,095 shares of As Seen On TV, Inc. Common Stock at a conversion ratio of 1.2667 shares of As Seen On TV, Inc. Common Stock per share of eDiets Common Stock, with a market value of \$0.48 per share on the effective date of the Merger.

- (7)

These derivative securities were assumed by As Seen On TV, Inc. at the effective time of the Merger. The number of shares issuable upon conversion and exercise price were converted based upon a conversion ratio of 1.2667.

- (8)

These options vest over a three-year period and are exercisable according to the following vesting schedule: 1,650 beginning on August 23, 2011, 1,650 beginning on August 23, 2012 and 1,700 beginning on August 23, 2013.

- (9)

A warrant to purchase 18,000 shares of common stock expires on September 11, 2019. A warrant to purchase 133,017 shares of common stock expires on October 22, 2019. A warrant to purchase 90,914 shares of common stock expires on November 12, 2019.

- (10)

Remarks:

Kevin A. Richardson, II has been deputized by Prides Capital Partners, L.L.C. to serve on the Issuer's board of directors, and t

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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