

EDIETS COM INC  
Form 8-K  
March 10, 2011

**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): March 9, 2011

**eDiets.com, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-30559**  
(Commission  
File Number)

**56-0952883**  
(IRS Employer  
Identification No.)

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1000 Corporate Drive

Suite 600

Fort Lauderdale, FL 33334

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (954) 360-9022

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 (*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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing**

On March 9, 2011, eDiets.com, Inc. (the Company) received a notice from the NASDAQ Listing Qualifications Panel indicating that it has determined to grant the Company's request for continued listing on NASDAQ Stock Market. The Company's continued listing on The NASDAQ Capital Market is subject to the condition that, on or before June 28, 2011, the Company must evidence a closing bid price of at least \$1.00 per share for a minimum of ten consecutive business days.

The Company is working diligently to regain and sustain compliance with all applicable requirements for continued listing on The NASDAQ Capital Market; however, there can be no assurance that the Company will be able to do so.

A copy of the press release by the Company announcing its receipt of the Panel's determination is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

As described in Item 3.01 of this Current Report on Form 8-K, the following exhibit is furnished as part of this Current Report.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release issued by eDiets.com, Inc. on March 10, 2011.

SIGNATURES

Pursuant to the requirement of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

eDiets.com, Inc.

By: /s/ Kevin McGrath  
Kevin McGrath  
Chief Executive Officer and President

Date: March 10, 2011

**EXHIBIT INDEX**

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