

Farrell Daniel W  
Form 4  
August 29, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
Farrell Daniel W

2. Issuer Name and Ticker or Trading Symbol  
SUTRON CORP [STRN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2799 EQUUS CT

3. Date of Earliest Transaction (Month/Day/Year)  
08/25/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
VP

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

HERNDON, VA 20171

(City) (State) (Zip)

**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)
				(A) or (D)	Price		
			Code	V	Amount	(D)	Price
common stock	08/25/2006		S		2,000	D	\$ 8 185,458

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**





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CUSIP NO. 280597105

SCHEDULE 13D

1. NAME OF REPORTING PERSON

Murray A. Indick

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7. SOLE VOTING POWER

-0-

8. SHARED VOTING POWER

16,467,099\*\*

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

16,467,099\*\*

Explanation of Responses:

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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
16,467,099\*\*

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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

56.4% \*\*

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14. TYPE OF REPORTING PERSON

IN

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\*\* See Item 5

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CUSIP NO. 280597105

SCHEDULE 13D

1. NAME OF REPORTING PERSON

Charles E. McCarthy

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7. SOLE VOTING POWER

-0-

8. SHARED VOTING POWER

16,467,099\*\*

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

16,467,099\*\*

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,467,099\*\*

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

Explanation of Responses:

CERTAIN SHARES

o

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

56.4% \*\*

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14. TYPE OF REPORTING PERSON

IN

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\*\* See Item 5

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SCHEDULE 13D

### Item 1. Security and Issuer

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This Amendment No. 10 amends the Statement on Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission (the "Commission") on June 3, 2008 by Prides Capital Partners, L.L.C., a Delaware limited liability company, Kevin A. Richardson, II, Henry J. Lawlor, Jr., Murray A. Indick and Charles E. McCarthy. This amendment to the Schedule 13D relates to the shares of Common Stock, \$.001 par value (the "Common Stock") of eDiets.com, Inc. a Delaware corporation (the "Issuer"). The principal executive office and mailing address of the Issuer is 1000 Corporate Drive Suite 600 Fort Lauderdale, FL 33334. The following amendments to the Schedule 13D are hereby made. Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Schedule 13D.

### Item 4. Purpose of Transaction

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On June 23, 2009, the Issuer executed a Securities Subscription and Purchase Agreement (the "Purchase Agreement") with one of the Reporting Persons, Kevin A. Richardson, II. Under the terms of the Purchase Agreement, Mr. Richardson agreed to purchase 300,000 shares of Common Stock for \$300,000 in cash in a private placement.

As part of the transaction, the Issuer agreed to issue to Mr. Richardson a warrant to purchase 135,000 shares of Common Stock (the "Warrant") at an exercise price of \$1.20 per share. The Warrant has a ten year expiration date, is exercisable immediately upon issuance and provides for a cashless "net" exercise under certain conditions with respect to up to 25% of the shares of Common Stock issuable upon exercise thereof. The exercise price of the Warrant is subject to adjustment under certain circumstances; however, no adjustment to the exercise price will be made that would reduce the exercise price below \$0.92 per share. The Issuer has the option to change the expiration date of the Warrant in the event that the closing price per share of Common Stock is in excess of 150% of the exercise price for thirty (30) consecutive days as reflected on NASDAQ.

Also on June 23, 2009, the Issuer executed a Registration Rights Agreement ("Registration Rights Agreement") with Mr. Richardson and an investment fund controlled by Prides Capital Partners L.L.C. (the "Prides Fund"). Pursuant to the Registration Rights Agreement, the Issuer has agreed to register the resale of the shares of Common Stock issued to Mr. Richardson and the shares of Common Stock issuable upon exercise of the Warrant and any New Warrant (as defined below).

In addition, the Warrant Amendment provides for the Issuer to issue to the Prides Fund one or more additional warrants (each a "New Warrant") to purchase nine shares of Common Stock for every 20 shares purchased by the Prides Fund as a result of an exercise of the outstanding warrants to purchase 2,500,000 shares of Common Stock. The terms of each New Warrant, including the exercise price of \$1.20 per share, are substantially the same as the terms of the Warrant to be issued pursuant to the Purchase Agreement discussed above.

Finally, on June 23, 2009, the Issuer and the Prides Fund entered into a letter agreement (the "Waiver Letter") pursuant to which the Prides Fund waived certain rights it has under issued and outstanding warrants to enable the transactions discussed above to be consummated.

Exhibits B, C, D and E are, respectively, the Purchase Agreement, the Warrant Amendment, the Registration Rights Agreement and the Waiver Letter.

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SCHEDULE 13D

### Item 5. Interest in Securities of the Issuer

Explanation of Responses:



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(a),(b) Based on the 10Q filed by the Issuer on May 14, 2009, there were 25,169,507 shares of Common Stock issued and outstanding as of May 1, 2009. Based on such information, the Reporting Persons report beneficial ownership of 16,467,099 shares of Common Stock, representing 56.4% of Common Stock that would be outstanding, held by Prides Capital Partners, L.L.C. Voting and investment power concerning the above shares are held solely by Prides Capital Partners, L.L.C. The shares reported include (1) 12,430,607 shares of Common Stock of the Issuer, (2) 2,688,119 shares of Common Stock issuable upon exercise of warrants that are presently exercisable, (3) 1,125,000 shares of Common Stock issuable upon exercise of warrants that may be acquired by the Reporting Persons through exercises of currently outstanding warrants as described in Item 4 above and (4) 223,373 fully-vested stock options held by directors of the Issuer who are members of Prides Capital Partners, L.L.C. (all of which have been previously reported by the Reporting Persons on Form 4).

Although Kevin A. Richardson, II, Henry J. Lawlor, Jr., Murray A. Indick and Charles E. McCarthy are joining in this Schedule as Reporting Persons, the filing of this Schedule shall not be construed as an admission that any of them are, for any purpose, the beneficial owner of any of the securities that are beneficially owned by Prides Capital Partners, L.L.C.

(c) The Reporting Persons have engaged in the transactions described in Item 4 above in the prior 60 days.

Item 6. Contracts, Arrangements, Understandings or Relationships with

Respect to Securities of the Issuer

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None of the Reporting Persons is a party to any contract, arrangement, understanding or relationship with respect to any securities of the Issuer, including but not limited to the transfer or voting of any securities of the Issuer, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, except, as previously disclosed on Scheduled 13D and as disclosed herein.

Item 7. Material to be Filed as Exhibits

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Exhibit A	<u>Joint Filing Agreement</u>
Exhibit B	<u>Purchase Agreement</u>
Exhibit C	<u>Warrant Amendment</u>
Exhibit D	<u>Registration Rights Agreement</u>
Exhibit E	<u>Waiver Letter</u>

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SCHEDULE 13D

**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: July 2, 2009

Prides Capital Partners, L.L.C.

By: /s/ Murray A. Indick

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Murray A. Indick

Managing Member

Kevin A. Richardson, II

/s/ Murray A. Indick

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Murray A. Indick

By: /s/ Murray A. Indick

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Murray A. Indick  
Attorney-in-Fact

Henry J. Lawlor, Jr.

Charles E. McCarthy

By: /s/ Murray A. Indick

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Murray A. Indick  
Attorney-in-Fact

By: /s/ Murray A. Indick

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By: Murray A. Indick  
Attorney-in-Fact



CUSIP NO. 280597105

SCHEDULE 13D

**Exhibit A**

**JOINT FILING AGREEMENT**

The undersigned, being duly authorized thereunto, hereby execute this agreement as an exhibit to this Schedule 13D to evidence the agreement of the below-named parties, in accordance with the rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule jointly on behalf of each such party.

Dated: July 2, 2009

Prides Capital Partners, L.L.C.

By: /s/ Murray A. Indick

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Murray A. Indick

Managing Member

Kevin A. Richardson, II

/s/ Murray A. Indick

By: