

MCGRATH KEVIN N  
Form 4  
May 23, 2011

**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 \*  
MCGRATH KEVIN N

(Last) (First) (Middle)

C/O EDIETS.COM, INC., 1000  
CORPORATE DRIVE, SUITE 600

(Street)

FORT LAUDERDALE, FL 33334

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/13/2011

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)  
CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/13/2011		X	(A) Amount (7) A	Price \$ 0.4125	1,312,455 (1) D	

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

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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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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 Security (Instr. 3 and 4)	Amount of Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
Stock Options (right to buy)	\$ 3.3					(2) 12/30/2013	Common Stock	450	
Stock Options (right to buy)	\$ 0.9438					(3) 06/24/2019	Common Stock	250	
Warrants	\$ 1.2					07/15/2009 07/15/2019	Common Stock	450	
Warrants	\$ 1.2					09/11/2009 09/11/2019	Common Stock	212	
Stock Options (right to buy)	\$ 1.53					(4) 11/19/2019	Common Stock	175	
Stock Options (right to buy)	\$ 1					(5) 08/23/2020	Common Stock	175	
Stock Options (right to buy)	\$ 0.57					(6) 03/15/2021	Common Stock	250	
Subscription Rights (right to buy)	\$ 0.4125	05/13/2011		X	771,700	04/21/2011 05/13/2011	Common Stock	115	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGRATH KEVIN N C/O EDIETS.COM, INC. 1000 CORPORATE DRIVE, SUITE 600 FORT LAUDERDALE, FL 33334	X		CEO	

## Signatures

/s/ Kevin N. McGrath  
05/23/2011  
Date

Signature of  
Reporting Person

## 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) Includes a 425,000 restricted stock unit award which the vesting schedule is subject to conditions and limitations to be established by the Company's Board of Directors and contained in the Shareholder's Employment Agreement executed on December 30, 2008.
- (2) Exercisable according to the following vesting schedule: 148,500 beginning on December 30, 2009; 148,500 beginning on December 30, 2010 and 153,000 beginning on December 30, 2011.
- (3) Exercisable according to the following vesting schedule: 8,250 beginning on June 24, 2010; 8,250 beginning on June 24, 2011 and 8,500 beginning on June 24, 2012.
- (4) Exercisable according to the following vesting schedule: 57,750 beginning on November 19, 2010; 57,750 beginning on November 19, 2011 and 59,500 beginning on November 19, 2012.
- (5) Exercisable according to the following vesting schedule: 57,750 beginning on August 23, 2011; 57,750 beginning on August 23, 2012 and 59,500 beginning on August 23, 2013.
- (6) Exercisable according to the following vesting schedule: 83,333 beginning on March 15, 2012; 83,333 beginning March 15, 2013 and 83,334 beginning on March 15, 2014.
- (7) Pursuant to Rights Offering Registration No. 333-173315

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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