

MEDIFAST INC
Form 8-K
June 20, 2016

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): **June 15, 2016**

MEDIFAST, INC.

(Exact name of registrant as specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-31573
(Commission file number)

13-3714405
(IRS Employer
Identification No.)

3600 Crondall Lane, Owings Mills, Maryland

(Address of Principal Executive Offices)

21117

(Zip Code)

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

N/A

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K 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 5.07. Submission of Matters to a Vote of Security Holders.

On June 15, 2016, Medifast, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”) at the Hyatt Regency Hotel, 300 Light Street, Baltimore, Maryland. The results of the matters voted on at the Annual Meeting are provided below.

Proposal 1: The election of nine directors to hold office for a one-year term expiring at the annual meeting in 2017 and until their respective successors are elected and qualified:

| <u>Director Name</u> | <u>For</u> | <u>Withhold/Against</u> | <u>Broker Non-Votes</u> | <u>Abstained</u> |
|-----------------------------|-------------------|--------------------------------|--------------------------------|-------------------------|
| Michael C. MacDonald | 9,537,525 | 536,095 | 960,550 | 0 |
| Jeffrey J. Brown | 9,541,813 | 531,807 | 960,550 | 0 |
| Kevin G. Byrnes | 9,409,145 | 664,475 | 960,550 | 0 |
| Charles P. Connolly | 9,382,937 | 690,683 | 960,550 | 0 |
| Constance J. Hallquist | 10,015,301 | 58,319 | 960,550 | 0 |
| Jorgene K. Hartwig | 10,023,401 | 50,219 | 960,550 | 0 |
| Carl E. Sassano | 7,197,905 | 2,875,715 | 960,550 | 0 |
| Scott Schlackman | 7,206,456 | 2,867,164 | 960,550 | 0 |
| Glenn W. Welling | 6,905,125 | 3,168,495 | 960,550 | 0 |

Proposal 2: The ratification of RSM US LLP as The Company’s Independent Registered Public Accounting Firm for the year 2016.

For: 10,742,014
Against: 289,104
Abstained: 3,052
Broker Non-Votes: 0

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.

MEDIFAST, INC.

By: /s/ Jason L. Groves
Jason L. Groves, Esq.

Executive Vice President,

General Counsel and

Corporate Secretary

Dated: June 20, 2016