

MEDIFAST INC  
Form 8-K  
December 17, 2008

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) December 16, 2008

MEDIFAST, INC.  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	000-23016 (Commission File Number Ident. No.)	13-3714405 (IRS Employer)
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11445 Cronhill Drive, Owing Mills, Maryland (Address of principal executive offices)	21117 (Zip Code)
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Registrant's telephone number, including area code (410)-581-8042

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:

- 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))
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Item 7.01

Regulation FD Disclosure

The following information is furnished under “Item 7.01. Regulation FD Disclosure” and “Item 2.02. Disclosure of Results of Operations and Financial Condition.”

On December 16, 2008 Medifast, Inc. (“Medifast”) issued a press release updating Medifast’s full-year 2008 revenue guidance. A copy of Medifast’s press release is attached hereto as Exhibit 99.1 and hereby incorporated by reference.

Item

9.01 Exhibits

Exhibits pursuant to Item 7.01

99.1 Press release dated December 16, 2008, updating 2008 revenue guidance

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SIGNATURES

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.

Date: December 17, 2008

By:

/s/ Michael S. McDevitt  
Michael S. McDevitt  
Chief Executive Officer