EDIETS COM INC Form 4

November 26, 2002

SEC Form 4

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person*

Kier, Isaac

(Last) (First) (Middle)

1775 Broadway Suite 604

(Street) New York. NY 10024

(State) (City) (Zip)

2. Issuer Name and Ticker or Trading Symbol

eDiets.com, Inc. edet.bb

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Day/Year

10/31/2002

5. If Amendment, Date of Original (Month/Day/Year) 6. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden

hours per response. 0.5

(Check all applicable)

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

Description

7. Individual or Joint/Group Filing (Check Applicable Line)

X 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	6. Owner-ship Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
			Code	V	Amount	A/D	Price	Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock								553,678	D	
Common Stock								156,250	ı	See Note 1

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	(e.g., puts, calls, warrants, options, convertible securities)												
1. Title of Derivative Security (Instr. 3)	Price of	3. Transaction Date (Month/ Day/	3A. Deemed Execution Date, if any		5. Number of hDerivative Securities Acquired (A) or Disposed Of (D)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. N D S B O F				

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	Security	Year)	(Month/ Day/ Year)			(Instr. 3 and 5)	3, 4						R T (I
				Code	>	А	D	DE	ED	Title	Amount or Number of Shares		
Stock Option-right to buy	\$1.09	10/23/2002		А		25,000		10/23/2002	10/23/2007	Common Stock	25,000	-0-	

Explanation of Responses:

1- Held by Coqui Capital Partners, L.P. of which Mr. Kier is a general Partner. Mr. Kier disclaims beneficial ownership except for his proportional interest therein.

By:

/s/ Isaac Kier

11/26/2002

** Signature of Reporting Person

Date

SEC 1474 (9-02)

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not

required to respond unless the form displays a currently valid OMB Number.