

EDIETS COM INC

Form 4

August 25, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
DORETTI ROBERT L

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

PO BOX 227

3. Date of Earliest Transaction
(Month/Day/Year)
08/23/2010

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

(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

CENTER HARBOR, NH 03226

(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)
Common Stock				(A) or (D)	2,064	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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 3.79							<u>(1)</u>	04/02/2012	Common Stock	22,313
Stock Options (right to buy)	\$ 4.13							<u>(1)</u>	10/02/2012	Common Stock	6,413
Stock Options (right to buy)	\$ 6.03							<u>(1)</u>	01/02/2013	Common Stock	28,656
Stock Options (right to buy)	\$ 3.37							<u>(1)</u>	01/02/2014	Common Stock	51,285
Stock Options (right to buy)	\$ 0.9438							<u>(2)</u>	06/24/2019	Common Stock	25,000
Stock Options (right to buy)	\$ 0.985							<u>(1)</u>	07/28/2019	Common Stock	10,000
Stock Options (right to buy)	\$ 1.53							<u>(3)</u>	11/19/2019	Common Stock	25,000
Stock Options (right to buy)	\$ 1.39							12/31/2010	01/04/2020	Common Stock	46,084
Stock Options (right to buy)	\$ 1.39							<u>(4)</u>	01/04/2020	Common Stock	36,867

Stock Options (right to buy)	\$ 1.39				<u>(4)</u>	01/04/2020	Common Stock	4,608
Stock Options (right to buy)	\$ 2.81				<u>(1)</u>	07/15/2014	Common Stock	37,500
Stock Options (right to buy)	\$ 2.96				<u>(1)</u>	07/19/2014	Common Stock	12,500
Stock Options (right to buy)	\$ 4.32				<u>(1)</u>	01/03/2015	Common Stock	12,500
Stock Options (right to buy)	\$ 6.065				<u>(1)</u>	01/03/2011	Common Stock	12,500
Stock Options (right to buy)	\$ 3.22				<u>(1)</u>	10/03/2011	Common Stock	25,000
Stock Options (right to buy)	\$ 1	08/23/2010	A	25,000	<u>(5)</u>	08/23/2020	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DORETTI ROBERT L PO BOX 227 CENTER HARBOR, NH 03226	X			

Signatures

/s/ Robert L.
Doretti

08/25/2010

 Signature of
Reporting Person

Date

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) These options are immediately exercisable.
- (2) 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.
- (3) Exercisable according to the following vesting schedule: 8,250 beginning on November 19, 2010; 8,250 beginning on November 19, 2011 and 8,500 beginning on November 19, 2012.
- (4) Exercisable according to the following vesting schedule: 25% vested on January 4, 2010; 25% vested on April 1, 2010; 25% vested on July 1, 2010; and 25% will vest on October 1, 2010.
- (5) Exercisable according to the following vesting schedule: 8,250 beginning on August 23, 2011; 8,250 beginning on August 23, 2012 and 8,500 beginning on August 23, 2013.

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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