

Luks Ronald
Form 4
February 21, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Luks Ronald

(Last) (First) (Middle)

499 PEACOCK LANE NORTH

(Street)

JUPITER, FL 33458

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2012

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)

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 Ownership (Instr. 4)
Common Stock				(A) or (D)	6,028 ⁽⁵⁾	D	

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

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information contained in this form are not
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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)	8. D S (I	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 18.95 (5)					(1) 04/02/2012	Common Stock	8,480 (5)	
Stock Options (right to buy)	\$ 30.15 (5)					(1) 01/02/2013	Common Stock	3,319 (5)	
Stock Options (right to buy)	\$ 16.85 (5)					(1) 01/02/2014	Common Stock	5,399 (5)	
Stock Options (right to buy)	\$ 14.05 (5)					(1) 07/15/2014	Common Stock	5,000 (5)	
Stock Options (right to buy)	\$ 14.8 (5)					(1) 07/19/2014	Common Stock	2,500 (5)	
Stock Options (right to buy)	\$ 21.6 (5)					(1) 01/03/2015	Common Stock	2,500 (5)	
Stock Options (right to buy)	\$ 4.719 (5)					(2) 06/24/2019	Common Stock	5,000 (5)	
Stock Options (right to buy)	\$ 4.925 (5)					(1) 07/28/2019	Common Stock	2,000 (5)	
Stock Options (right to buy)	\$ 7.65 (5)					(3) 11/19/2019	Common Stock	5,000 (5)	

Stock Options (right to buy)	\$ 6.95 ⁽⁵⁾				<u>(1)</u>	01/04/2020	Common Stock	17,513 ⁽⁵⁾
Stock Options (right to buy)	\$ 5 ⁽⁵⁾				<u>(4)</u>	08/23/2020	Common Stock	5,000 ⁽⁵⁾
Stock Options (right to buy)	\$ 2.85 ⁽⁵⁾				<u>(1)</u>	03/15/2021	Common Stock	50,000 ⁽⁵⁾
Stock Options (right to buy)	\$ 0.55	02/16/2012	A	50,000	<u>(6)</u>	02/16/2022	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Luks Ronald 499 PEACOCK LANE NORTH JUPITER, FL 33458	X			

Signatures

/s/ Ronald Luks 02/21/2012

 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: 1,650 beginning on June 24, 2010; 1,650 beginning on June 24, 2011 and 1,700 beginning on June 24, 2012.
- (3) Exercisable according to the following vesting schedule: 1,650 beginning on November 19, 2010; 1,650 beginning on November 19, 2011 and 1,700 beginning on November 19, 2012.
- (4) Exercisable according to the following vesting schedule: 1,650 beginning on August 23, 2011; 1,650 beginning on August 23, 2012 and 1,700 beginning on August 23, 2013.
- (5) Reflects a 1-for-5 reverse stock split effective June 1, 2011.
- (6) Exercisable according to the following vesting schedule: 25,000 beginning on May 15, 2012; 12,500 beginning on July 1, 2012 and 12,500 beginning on October 1, 2012.

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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