NUTRI SYSTEM INC /DE/

Form 4/A

September 10, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB 3235-0287

Check this box if no longer subject to

Washington, D.C. 20549

Number: January 31, Expires:

Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

DIPIANO MICHAEL A

1. Name and Address of Reporting Person *

		NUTI	NUTRI SYSTEM INC /DE/ [NTRI]			(Check all applicable)			
(Last) 555 E. LAN AVENUE,	(Month	3. Date of Earliest Transaction (Month/Day/Year) 08/20/2008				X Director 10% Owner Other (specify below) below)			
	(Street)	Filed(N	4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
RADNOR,	06/22	08/22/2008				Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Ta	ble I - Non-l	Derivative	Secur	rities Ac	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Code r) (Instr. 8)	4. Securi or(A) or D (D) (Instr. 3,	4 and (A) or	ed of 5) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	08/20/2008		S	216 (1)	D	\$ 20.1	515,376	D	Mr.
Common Stock	08/20/2008		S	9,784	D	\$ 20.1	505,592	I	DiPiano is a principal of the beneficial owner of the subject securities (2)

Edgar Filing: NUTRI SYSTEM INC /DE/ - Form 4/A

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
								Α	Amount		
						Date	Expiration	О			
						Exercisable	Date	Title Number			
						LACICIDADIC DUIC	Duic	O	f		
				Code V	(A) (D)			S	hares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Othe			

DIPIANO MICHAEL A 555 E. LANCASTER AVENUE **SUITE 520** RADNOR, PA 19087



Signatures

Michael A.

DiPiano 09/10/2008 Date

**Signature of Reporting Person

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).
- These shares represent a portion of the shares granted to Mr. Michael A. DiPiano on March 4, 2003 for his services as a director of the issuer. Mr. DiPiano is the managing director of NewSpring Ventures, L.P. ("NewSpring"). Mr. DiPiano has sold these shares at the **(1)** direction of NewSpring Capital, LLC, the Management Company for NewSpring ("NewSpring Capital") at NewSpring Capital's expense. Mr. DiPiano disclaims beneficial ownership of these securities except to the extent of his pecuniary interest in NewSpring.
- Mr. DiPiano is the CEO of Progress Capital II, Inc., the general partner of the general partner of NewSpring and the CEO of NewSpring **(2)** Capital; therefore, he may be deemed to beneficially own these securities. Mr. DiPiano disclaims beneficial ownership of these securities except to the extent of his pecuniary interest in NewSpring.

Reporting Owners 2

Edgar Filing: NUTRI SYSTEM INC /DE/ - Form 4/A

Remarks:

This amendment reflects a correction in the number of shares reported as having been sold by Mr. DiPiano directly and indirect 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.