

MEDIFAST INC
Form SC 13D/A
December 07, 2015
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No. 2)¹

Medifast, Inc.

(Name of Issuer)

Common Stock, par value \$0.001

(Title of Class of Securities)

58470H101

(CUSIP Number)

John J. Boucher

President and Chief Executive Officer

ModusLink Global Solutions, Inc.

1601 Trapelo Road

Waltham, Massachusetts 02154

781 663-5000

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

December 3, 2015

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

NAME OF REPORTING PERSONS

1

ModusLink Securities Corp.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

2

(b)
SEC USE ONLY
SOURCE OF FUNDS

3

4

WC
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)
CITIZENSHIP OR PLACE OF ORGANIZATION

5

6

DELAWARE
SOLE VOTING POWER

7

NUMBER OF
SHARES - 0 -
SHARED VOTING POWER

BENEFICIALLY⁸

OWNED BY 880,415
SOLE DISPOSITIVE POWER

EACH 9

REPORTING
PERSON WITH - 0 -
SHARED DISPOSITIVE POWER

10

880,415
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

880,415
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

7.5%

TYPE OF REPORTING PERSON

14

CO

NAME OF REPORTING PERSONS

1

ModusLink Global Solutions, Inc.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A
GROUP*

(a)

2

3 SEC USE ONLY
4 SOURCE OF FUNDS

4

5 AF
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)
6 CITIZENSHIP OR PLACE OF ORGANIZATION

6

7 DELAWARE
SOLE VOTING POWER

7

8 NUMBER OF
9 SHARES - 0 -
BENEFICIALLY⁸ SHARED VOTING POWER

OWNED BY 880,415
SOLE DISPOSITIVE POWER

EACH 9

REPORTING 10
PERSON WITH - 0 -
SHARED DISPOSITIVE POWER

10

880,415
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

880,415
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

7.5%

TYPE OF REPORTING PERSON

14

CO

The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned (“Amendment No. 2”). This Amendment No. 2 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The aggregate purchase price of the 880,415 Shares owned directly by ModusLink Securities is approximately \$24,480,609, including brokerage commissions. The Shares owned directly by ModusLink Securities were acquired with the working capital of ModusLink Securities.

Item 5. Interest in Securities of the Issuer.

Item 5(a)-(c) is hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported as beneficially owned by each person named herein is based upon 11,758,924 Shares outstanding, which is the total number of Shares outstanding as of November 9, 2015, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 9, 2015.

As of the close of business on December 4, 2015, ModusLink Securities owned directly 880,415 Shares, constituting approximately 7.5% of the Shares outstanding. By virtue of its relationship with ModusLink Securities discussed in further detail in Item 2, MLNK may be deemed to beneficially own the Shares owned directly by ModusLink Securities.

(b) Each of ModusLink Securities and MLNK is deemed to have shared power to vote and dispose of the Shares owned directly by ModusLink Securities.

(c) Schedule A annexed hereto (“Schedule A”) lists all transactions in the Shares of the Issuer during the past sixty days by the Reporting Persons. All of such transactions were effected in the open market.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 7, 2015

MODUSLINK SECURITIES CORP.

By: /s/ John Boucher
John Boucher, President and CEO

MODUSLINK GLOBAL SOLUTIONS, INC.

By: /s/ John Boucher
John Boucher, President and CEO

SCHEDULE ATransactions in the Shares of the Issuer During the Past 60 Days

<u>Class of Security</u>	<u>Securities Sold</u>	<u>Price (\$)</u>	<u>Date of Sale</u>
<u>ModusLink Securities Corp.</u>			
Common Stock	3,501	28.5000	9/3/2015
Common Stock	7	28.5000	9/8/2015
Common Stock	3,257	28.5000	9/9/2015
Common Stock	16,137	28.5041	9/11/2015
Common Stock	5,951	28.5000	9/14/2015
Common Stock	40,622	28.5750	9/15/2015
Common Stock	40,893	28.5429	9/16/2015
Common Stock	14,866	28.7686	9/17/2015
Common Stock	47,147	29.0158	10/5/2015
Common Stock	300	29.0053	10/6/2015
Common Stock	1,921	29.0021	10/7/2015
Common Stock	632	29.0000	10/8/2015
Common Stock	2,400	31.1385	11/17/2015
Common Stock	13,000	31.0444	11/18/2015
Common Stock	400	31.0088	11/19/2015
Common Stock	6,388	31.0256	11/20/2015
Common Stock	9,558	31.7738	11/23/2015
Common Stock	6,505	31.6369	11/24/2015

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Common Stock 5,722 31.6369 11/25/2015

Common Stock 5,681 31.9262 11/25/2015

Common Stock 17,901 30.2376 12/2/2015

Common Stock 37,915,308 12/3/2015

Common Stock 21,652,298 12/4/2015