

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>ModusLink Global Solutions Inc</u>  (Last) (First) (Middle) 1601 TRAPELO ROAD SUITE 170  (Street) WALTHAM MA 02451  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MEDIFAST INC [ MED ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/02/2015	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 per share	06/02/2015		S		300	D	\$33	1,265,075	I	See footnote <sup>(1)</sup>
Common Stock, par value \$0.001 per share	06/03/2015		S		3,593	D	\$33	1,261,482	I	See footnote <sup>(1)</sup>

**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)	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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
ModusLink Global Solutions Inc  
 (Last) (First) (Middle)  
 1601 TRAPELO ROAD  
 SUITE 170  
 (Street)  
 WALTHAM MA 02451  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
ModusLink Securities Corp  
 (Last) (First) (Middle)  
 C/O MODUSLINK GLOBAL SOLUTIONS, INC.  
 1601 TRAPELO RD., SUITE 170  
 (Street)  
 WALTHAM MA 02451  
 (City) (State) (Zip)

**Explanation of Responses:**

1. The shares of Common Stock reported on this line may be deemed to be directly beneficially owned by ModusLink Securities Corp. ("ModusLink Securities"), a wholly-owned subsidiary of ModusLink Global Solutions, Inc. ("ModusLink"). ModusLink may be deemed to be the indirect beneficial owner of such shares by virtue of its control and ownership of ModusLink Securities. Each of the Reporting

Persons expressly disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

MODUSLINK GLOBAL  
SOLUTIONS, INC. /s/ Alan  
Cormier, Alan Cormier, Senior 06/11/2015  
Vice President and General  
Counsel

MODUSLINK SECURITIES  
CORP. /s/ Alan Cormier, Alan  
Cormier, Executive Vice 06/11/2015  
President and Secretary

\*\* Signature of Reporting Person      Date

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.

**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 Number.**