

Edgar Filing: EDIETS COM INC - Form S-8

EDIETS COM INC
 Form S-8
 June 07, 2002

As filed with the Securities and Exchange Commission on June 7, 2002

Registration Statement No. 333 - _____

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM S-8
 Registration Statement Under the Securities Act of 1933

eDiets.com, Inc.
 (Exact Name of Registrant as Specified in Its Charter)

| | |
|--|--|
| Delaware ----- (State or other jurisdiction of incorporation or organization) | 56-0952883 ----- (I.R.S. Employer Identification No.) |
|--|--|

3801 W. Hillsboro Boulevard
 Deerfield Beach, Florida 33442
 (Address of Principal Executive Offices, Zip Code)

eDiets.com, Inc. Stock Option Plan
 (As Amended and Restated Effective April 1, 2002)
 (Full Title of the Plan)

David R. Humble
 eDiets.com, Inc.
 3801 W. Hillsboro Boulevard
 Deerfield Beach, Florida 33442
 (Name and Address of Agent For Service)
 (954) 360-9022
 (Telephone Number, Including Area Code, of Agent For Service)

COPIES OF COMMUNICATIONS TO:

Helen R. Franco, Esq.
 Edwards & Angell, LLP
 One North Clematis, Suite 400
 West Palm Beach, Florida 33401

CALCULATION OF REGISTRATION FEE

| Title of Securities to be registered ===== | Amount to be registered ===== | Proposed maximum offering price per share (1) ===== | Proposed maximum aggregate offering price ===== |
|--|----------------------------------|---|---|
| Common Stock, \$.001 par value per share..... | 4,100,000 (2) | \$1.65 | \$ |

(1) The price is estimated in accordance with Rule 457(c) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee, based on the average of the bid and asked price of the common stock, par value \$.001 per share (the "Common Stock"), of eDiets.com, Inc. as reported on

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the Nasdaq OTC Bulletin Board on May 31, 2002.

(2) This registration statement also relates to such indeterminate number of additional shares of Common Stock as may be issuable as a result of stock splits, stock dividends, recapitalizations, mergers, reorganizations, combinations or exchange of shares or other similar events.

This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Section 8(a) of the Securities Act of 1933, as amended, and Rules 456 and 462 promulgated thereunder.

This registration statement on Form S-8 registers additional securities of the same class as other securities for which a registration statement on Form S-8 relating to the eDiets.com, Inc. Stock Option Plan (the "Original Plan") is effective. Accordingly, pursuant to General Instruction E to Form S-8, the contents of Registration Statement No. 333-48996 registering shares under the Original Plan filed with the Securities and Exchange Commission on October 31, 2000 are incorporated herein by reference.

Pursuant to the terms of the Original Plan, effective as of April 1, 2002, the Board of Directors of eDiets.com, Inc. (the "Company") adopted the eDiets.com, Inc. Stock Option Plan (As Amended and Restated Effective April 1, 2002) (the "Amended and Restated Plan"). The Company's stockholders approved the Amended and Restated Plan as of May 23, 2002.

Item 8. Exhibits.

A list of the exhibits included as part of this registration statement is set forth in the Exhibit Index that immediately precedes such exhibits and is hereby incorporated by reference herein.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized, in the city of Deerfield Beach, state of Florida, on June 7, 2002.

eDiets.com, Inc.

By: /s/ David R. Humble

David R. Humble, Chairman of the Board and
Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We the undersigned officers and directors of eDiets.com, Inc., hereby severally constitute and appoint David R. Humble or Robert T. Hamilton, or either one of them, our true and lawful attorneys and agents, to do any and all acts and things and to execute any and all instruments which said attorneys and agents may deem necessary and advisable to enable eDiets.com, Inc. to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission in connection with this registration statement, including, specifically, but without limitation, to sign for us in our names in the capacities indicated below, this registration

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statement, any and all amendments and exhibits to this registration statement, and any and all applications and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of the securities covered hereby.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates stated:

| SIGNATURE ----- | TITLE ----- | |
|---|--|---------|
| /s/ David R. Humble ----- David R. Humble | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) | June 7, |
| /s/ Robert T. Hamilton ----- Robert T. Hamilton | Chief Financial Officer (Principal Financial and Accounting Officer) | June 7, |
| /s/ Isaac Kier ----- Isaac Kier | Director | June 7, |
| /s/ Matthew Gohd ----- Matthew Gohd | Director | June 7, |
| /s/ James M. Meyer ----- James M. Meyer | Director | June 7, |
| /s/ Lee S. Isgur ----- Lee S. Isgur | Director | June 7, |

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EXHIBIT INDEX

| EXHIBIT NUMBER ----- | EXHIBIT ----- |
|----------------------------|---|
| 5 | Opinion of Edwards & Angell, LLP |
| 23.1 | Consent of Ernst & Young LLP |
| 23.2 | Consent of Edwards & Angell, LLP (included in Exhibit 5) |
| 24 | Power of Attorney (included in signature page) |
| 99 | eDiets.com, Inc. Stock Option Plan (As Amended and Restated Effective April 1, 2002) |

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