

ISGUR LEE S
Form 4
May 23, 2011

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 *
ISGUR LEE S

(Last) (First) (Middle)

ONE CEDAR LANE

(Street)

WOODSIDE, CA 94062

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2011

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/13/2011		X	Amount (6) 98,964 A	Price \$ 0.4125	904,663	D
Common Stock					2,000	I	By Gilbert Isgur Trust

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

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SEC 1474
(9-02)

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Options (right to buy)	\$ 3.22							(1)	10/03/2011	Common Stock	37
Stock Options (right to buy)	\$ 3.79							(1)	04/02/2012	Common Stock	49
Stock Options (right to buy)	\$ 6.03							(1)	01/02/2013	Common Stock	33
Stock Options (right to buy)	\$ 3.37							(1)	01/02/2014	Common Stock	59
Stock Options (right to buy)	\$ 2.81							(1)	07/15/2014	Common Stock	12
Stock Options (right to buy)	\$ 2.96							(1)	07/19/2014	Common Stock	12
Stock Options (right to buy)	\$ 4.32							(1)	01/02/2015	Common Stock	12
Stock Options (right to buy)	\$ 0.9438							(2)	06/24/2019	Common Stock	25
Warrants	\$ 1.2							07/15/2009	07/15/2019	Common Stock	45
Stock Options (right to buy)	\$ 0.985							(1)	07/28/2019	Common Stock	7,
Warrants	\$ 1.2							09/11/2009	09/11/2019	Common Stock	42
Stock Options	\$ 1.53							(3)	11/19/2019	Common Stock	25

(right to buy)

Stock

Options \$ 1.39

(right to buy)

(1)

01/04/2020

Common
Stock

110

Stock

Options \$ 1

(right to buy)

(4)

08/23/2020

Common
Stock

25

Warrants \$ 0.3535

02/07/2011 02/07/2014

Common
Stock

12

Stock

Options \$ 0.57

(right to buy)

(5)

03/15/2021

Common
Stock

200

Subscription

Rights (right \$ 0.4125 05/13/2011

X

579,764 04/21/2011 05/13/2011

Common
Stock

98

to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ISGUR LEE S ONE CEDAR LANE WOODSIDE, CA 94062	X			

Signatures

/s/ Lee S. Isgur 05/23/2011

**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: 8,250 beginning on June 24, 2010; 8,250 beginning on June 24, 2011 and 8,500 beginning on June 24, 2012.
- (3) Exercisable according to the following vesting schedule: 8,250 beginning on November 19, 2010; 8,250 beginning on November 19, 2011 and 8,500 beginning on November 19, 2012.
- (4) Exercisable according to the following vesting schedule: 8,250 beginning on August 23, 2011; 8,250 beginning on August 23, 2012 and 8,500 beginning on August 23, 2013.
- (5) Exercisable according to the following vesting schedule: 100,000 beginning on May 3, 2011; 50,000 beginning on July 1, 2011 and 50,000 beginning on October 1, 2011.
- (6) Pursuant to Rights Offering Registration No. 333-173315

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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