

ISGUR LEE S
Form 4
March 05, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ISGUR LEE S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE CEDAR LANE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

WOODSIDE, CA 94062

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	02/28/2013		D	180,933 D (1)	0 (1)	D	
Common Stock	02/28/2013		D	400 D (2)	0 (2)	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)

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

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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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 16.85	02/28/2013		D	11,878	(3)	01/02/2014	Common Stock	11,878
Stock Options (right to buy)	\$ 14.05	02/28/2013		D	2,500	(3)	07/15/2014	Common Stock	2,500
Stock Options (right to buy)	\$ 14.8	02/28/2013		D	2,500	(3)	07/19/2014	Common Stock	2,500
Stock Options (right to buy)	\$ 21.6	02/28/2013		D	2,500	(3)	01/02/2015	Common Stock	2,500
Stock Options (right to buy)	\$ 4.719	02/28/2013		D	5,000	(3)	06/24/2019	Common Stock	5,000
Warrants	\$ 6	02/28/2013		D	9,000		07/15/2009 07/15/2019	Common Stock	9,000
Stock Options (right to buy)	\$ 4.925	02/28/2013		D	1,543	(3)	07/28/2019	Common Stock	1,543
Warrants	\$ 6	02/28/2013		D	8,491		09/11/2009 09/11/2019	Common Stock	8,491
Stock Options (right to buy)	\$ 7.65	02/28/2013		D	5,000	(3)	11/19/2019	Common Stock	5,000
Stock Options (right to buy)	\$ 6.95	02/28/2013		D	22,121	(3)	01/04/2020	Common Stock	22,121

buy) Stock Options (right to buy)	\$ 5	02/28/2013	D	5,000	<u>(4)</u>	08/23/2020	Common Stock	5,000
Warrants	\$ 1.7675	02/28/2013	D	24,243	02/07/2011	02/07/2014	Common Stock	24,243
Stock Options (right to buy)	\$ 2.85	02/28/2013	D	40,000	<u>(3)</u>	03/15/2021	Common Stock	40,000
Stock Options (right to buy)	\$ 0.55	02/28/2013	D	50,000	<u>(3)</u>	02/16/2022	Common Stock	50,000

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 03/05/2013

**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 shares were exchanged at the effective time of the merger (the "Merger") for an aggregate of 229,188 shares of As Seen On TV, Inc. Common Stock at a conversion ratio of 1.2667 shares of As Seen On TV, Inc. Common Stock per share of eDiets Common Stock, with a market value of \$0.48 per share on the effective date of the Merger.

(2) These shares were exchanged at the effective time of the merger (the "Merger") for an aggregate of 507 shares of As Seen On TV, Inc. Common Stock at a conversion ratio of 1.2667 shares of As Seen On TV, Inc. Common Stock per share of eDiets Common Stock, with a market value of \$0.48 per share on the effective date of the Merger.

(3) These options are immediately exercisable.

(4) Exercisable according to the following vesting schedule: 1,650 beginning on August 23, 2011; 1,650 beginning on August 23, 2012 and 1,700 beginning on August 23, 2013.

(5) These derivative securities were assumed by As Seen On TV, Inc. at the effective time of the Merger. The number of shares issuable upon conversion and exercise price were converted based upon a conversion ratio of 1.2667.

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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