

EDIETS COM INC
Form 8-K
August 05, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 3, 2011

eDiets.com, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

000-30559
(Commission

File Number)

56-0952883
(IRS Employer

Identification No.)

Edgar Filing: EDIETS COM INC - Form 8-K

1000 Corporate Drive

Suite 600

Fort Lauderdale, FL 33334

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (954) 360-9022

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On August 3, 2011, eDiets.com, Inc. (the Company) received, as expected, a Staff Determination from The NASDAQ Stock Market (NASDAQ) notifying the Company that it did not regain compliance with the minimum \$35 million market value of listed securities requirement for continued listing on The NASDAQ Capital Market set forth in Listing Rule 5550(b)(2). Accordingly, the Company's common stock would be subject to delisting unless the Company requests a hearing before a NASDAQ Listing Qualifications Panel (the Panel) to seek additional time to regain compliance.

The Company intends to request a hearing before a Panel and, upon such request, the Company's common stock will remain listed until the Panel renders a decision following the hearing. There can be no assurance that the Panel will grant the Company's request for additional time to regain compliance.

A copy of the press release announcing receipt of the NASDAQ Staff Determination is furnished as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

As described in Item 3.01 of this Current Report on Form 8-K, the following exhibit is furnished as part of this Current Report.

Exhibit No.	Description
99.1	Press release issued by eDiets.com, Inc. on August 5, 2011.

SIGNATURES

Pursuant to the requirement of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

eDiets.com, Inc.

By: /s/ Kevin McGrath
Kevin McGrath
Chief Executive Officer and President

Date: August 5, 2011

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release issued by eDiets.com, Inc. on August 5, 2011.