

EDIETS COM INC
Form 4
September 05, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Prides Capital Partners, LLC

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)
200 HIGH STREET, SUITE 700

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/31/2007

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

BOSTON, MA 02110

(City) (State) (Zip)

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

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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 control number.

SEC 1474
(9-02)

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| Derivative Security | | | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount |
|----------------------------|------|------------|---|-----------|------------------|-----------------|--------------|-----------|
| | | | Code | V (A) (D) | | | | |
| Warrants (Right to buy) | \$ 5 | 08/31/2007 | P | 1,000,000 | 08/31/2007 | 08/31/2017 | Common Stock | 1,000,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Prides Capital Partners, LLC 200 HIGH STREET SUITE 700 BOSTON, MA 02110 | X | X | | |
| Richardson Kevin A II 200 HIGH STREET SUITE 700 BOSTON, MA 02110 | X | X | | |
| Indick Murray A 200 HIGH STREET SUITE 700 BOSTON, MA 02110 | X | X | | |
| Lawlor Henry J Jr 200 HIGH STREET SUITE 700 BOSTON, MA 02110 | X | X | | |
| McCarthy Charles E 200 HIGH STREET SUITE 700 BOSTON, MA 02110 | X | X | | |
| Puscasiu Christian 200 HIGH STREET SUITE 700 BOSTON, MA 02110 | X | X | | |
| Cootey Stephen Lawrence 200 HIGH STREET SUITE 700 BOSTON, MA 02110 | X | X | | |

Signatures

Prides Capital Partners, LLC 09/05/2007

| | |
|------------------------------------|------------|
| **Signature of Reporting Person | Date |
| Kevin A. Richardson, II | 09/05/2007 |
| **Signature of Reporting Person | Date |
| Murray A. Indick | 09/05/2007 |
| **Signature of Reporting Person | Date |
| Henry J. Lawlor, Jr | 09/05/2007 |
| **Signature of Reporting Person | Date |
| Charles E. McCarthy | 09/05/2007 |
| **Signature of Reporting Person | Date |
| Christian Puscasiu | 09/05/2007 |
| **Signature of Reporting Person | Date |
| Stephen L. Cootey | 09/05/2007 |
| **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) The price, terms, and other conditions for the exercise of the Warrant are attached to and described by the Issuer in its filing on Form 8-K on September 4, 2007 and will also be attached to an amendment to Schedule 13D to be filed by the Reporting Persons.
- Because Kevin A. Richardson, II, Murray A. Indick, Henry J. Lawlor, Jr., Charles E. McCarthy and Christian Puscasiu are the controlling shareholders of Prides Capital Partners, L.L.C., they may be deemed to be the beneficial owners of shares deemed to be beneficially owned by such entity. Each of Prides Capital Partners, L.L.C., Prides Capital Fund I, L.P, Kevin A. Richardson, II, Murray A. Indick, Henry J. Lawlor, Jr., Charles E. McCarthy and Christian Puscasiu disclaim beneficial ownership of these warrants, except to the extent of any pecuniary interest therein. The warrants reported herein as indirectly beneficially owned by Prides Capital Partners, L.L.C. are owned directly by Prides Capital Fund I, L.P.

Remarks:

Kevin A. Richardson, II, along with Stephen L. Cootey, has been deputized by Prides Capital Partners, L.L.C. to serve on the

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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