## Edgar Filing: NUTRI SYSTEM INC /DE/ - Form 4

|  | FEM INC /DE/   |   |   |              |   |                        |  |  |           |  |
|--|--|---|---|--------------|---|------------------------|--|--|-----------|--|
| Form 4<br>May 15, 2014   | 1  |   |   |              |   |                        |  |  |           |  |
| •  |  |   |   |              |   |                        |  | OMB A  | PPROVAL   |  |
| FORM   | UNITED   |   | S SECURITIES AND EXCHANGE (<br>Washington, D.C. 20549   |              |   |                        | COMMISSION   |  | 3235-0287 |  |
| Check this<br>if no long<br>subject to<br>Section 16<br>Form 4 or<br>Form 5<br>obligation<br>may conti<br><i>See</i> Instru<br>1(b). | er <b>STATEM</b><br>5.<br>Filed purs<br><sup>15</sup> Section 17(a | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES<br>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>30(h) of the Investment Company Act of 1940 |   |              |   |                        |  | Estimated a<br>burden hou<br>response                                | irs per   |  |
| (Print or Type R   | esponses)  |   |   |              |   |                        |  |  |           |  |
| BERNSTOCK ROBERT F Syml  |  |   | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>NUTRI SYSTEM INC /DE/ [NTRI]                             |              |   |                        | 5. Relationship of Reporting Person(s) to<br>Issuer  |  |           |  |
| (Last)   | liddle) 3. Date  | 3. Date of Earliest Transaction   |   |              |   | (Check all applicable) |  |  |           |  |
|  |  |   | (Month/Day/Year)<br>05/13/2014  |              |   |                        | _X_Director10% Owner<br>Officer (give titleOther (specify<br>below) below)   |  |           |  |
|  | nendment, Date Original<br>Ionth/Day/Year)                         |   |   |              | <ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul> |                        |  |  |           |  |
| FORT WAS   | HINGTON, PA 1  | 9034  |   |              |   |                        |  | More than One Ro   |           |  |
| (City)   | (State) (  | Zip) Ta   | ble I - Non-D   | erivative S  | Securi  | ties Ac                | quired, Disposed o   | of, or Beneficial  | lly Owned |  |
| 1.Title of<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year)                            | Execution Date, i any   | on Date, if TransactionAcquired (A)<br>Code Disposed of (I<br>'Day/Year) (Instr. 8) (Instr. 3, 4 and<br>(A)<br>or |              | l (A) of<br>l of (E<br>4 and<br>(A)   | ))                     | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) |           |  |
| Common<br>stock  | 05/13/2014   |   | А   | 3,885<br>(1) | А   | <u>(2)</u>             | 35,659   | D  |           |  |

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5.<br>onNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     | ate                | Secur | int of<br>rlying                       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secu<br>Bene<br>Owno<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---|--|---|---------------------|--------------------|-------|--|---|--|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |   |  |

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## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>  | Relationships |           |         |       |  |  |
|--|---------------|-----------|---------|-------|--|--|
|  | Director      | 10% Owner | Officer | Other |  |  |
| BERNSTOCK ROBERT F<br>FORT WASHINGTON EXECUTIVE CENTER<br>600 OFFICE CENTER DRIVE<br>FORT WASHINGTON, PA 19034 | х             |           |         |       |  |  |
| Signatures   |               |           |         |       |  |  |
| Signatures   |               |           |         |       |  |  |

/s/ Michael P. 05/15/2014 Monahan

\*\*Signature of Reporting Person

5

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). \*\*
- Restricted shares were granted on May 13, 2014 pursuant to a Director compensation policy. Shares are fully vested on date of grant but (1) are restricted from sale for one year.
- (2) Shares granted as compensation as Director/price per share on day of grant \$16.73.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.