

EDIETS COM INC  
Form 4  
August 03, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
08/01/2006

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK, \$0.001 par value	08/01/2006		A		4,287,136	A	\$ 5.05	9,560,697	I	See Footnote (1)
COMMON STOCK, \$0.001 par value	08/01/2006		A		297,030	A	\$ 5.05	9,857,727	I	See Footnote (1)

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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares	
Stock Options (Right to buy)	\$ 3.995	08/01/2006		P	V	(A)	(D)	08/01/2006	08/01/2011	Common Stock	25,000
Warrants (Right to buy)	\$ 6	08/01/2006		P				08/01/2006	08/01/2011	Common Stock	178,218

## 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

08/03/2006

\_\_Signature of Reporting  
Person

Date

Kevin A. Richardson,  
II

08/03/2006

\_\_Signature of Reporting  
Person

Date

Murray A. Indick

08/03/2006

\_\_Signature of Reporting  
Person

Date

Henry J. Lawlor, Jr

08/03/2006

\_\_Signature of Reporting  
Person

Date

Charles E. McCarthy

08/03/2006

\_\_Signature of Reporting  
Person

Date

Christian Puscasiu

08/03/2006

\_\_Signature of Reporting  
Person

Date

Stephen L. Cootey

08/03/2006

\_\_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 shares of Common Stock reported herein as indirectly beneficially owned by Prides Capital Partners, L.L.C. are owned directly by Prides Capital Fund I, L.P. (9,857,727 shares of common stock). Because Prides Capital Partners, L.L.C. is the general partner of Prides Capital Fund I, L.P., Prides Capital Partners, L.L.C. may be deemed to be the beneficial owner of shares owned by such entity. 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 shares, except to the extent of any pecuniary interest therein.

(2) Kevin A. Richardson, II, upon appointment as Chairman of the Board of the Issuer on August 1, 2006, was authorized to receive 25,000 options. The Issuer has advised the Reporting Persons that those options will be issued in the name of Prides Capital Fund I, LP.

(3)

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The price, terms, and other conditions for the exercise of the Warrant are attached in a agreement to be filed by the Reporting Persons in a amendment to Schedule 13D.

### **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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