

Richardson Kevin A II  
Form 4  
June 08, 2010

**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 STATE STREET, 13TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
06/04/2010

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

(Street)  
BOSTON, MA 02109

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| COMMON STOCK, \$0.001 par value | 06/04/2010                           |  | J <sup>(1)</sup>               |   | 22,088,981  | A  | (\$)                                       |
|                                 |                                      |  |                                |   | 37,181,980  | I  |  |
| COMMON STOCK, \$0.001 par value | 06/04/2010                           |  | J <sup>(3)</sup>               |   | 506,027   | A  | (\$)                                       |
| COMMON STOCK, \$0.001 par value | 05/20/2010                           |  | P <sup>(5)</sup>               |   | 200,000   | A  | \$ 1<br>(5)                                |

See Footnote (2)

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

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(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 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Prides Capital Partners, LLC<br>200 STATE STREET<br>13TH FLOOR<br>BOSTON, MA 02109 | X             | X         |         |       |
| Richardson Kevin A II<br>200 STATE STREET<br>13TH FLOOR<br>BOSTON, MA 02109        | X             | X         |         |       |

## Signatures

/s/ Prides Capital Partners,  
L.L.C. 06/08/2010

\_\_Signature of Reporting Person Date

/s/ Kevin A. Richardson, II 06/08/2010

\_\_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).

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- (1) The 22,088,981 shares of Common Stock were issued in connection with the Prides Debt Conversion as previously defined in the Schedule 13D/A Amendment No. 11 as filed by the Reporting Persons with the SEC on April 22, 2010. The Prides Debt Conversion closed on June 4, 2010.

- (2) 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. 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 is the controlling shareholder of Prides Capital Partners, L.L.C., he may be deemed to be the beneficial owner of shares deemed to be beneficially owned by such entity. Each of Prides Capital Partners, L.L.C., Prides Capital Fund I, L.P., and Kevin A. Richardson, II disclaim beneficial ownership of these shares, except to the extent of any pecuniary interest therein.

- (3) The 506,027 shares of Common Stock were issued in connection with the Richardson Debt Conversion as previously defined in the Schedule 13D/A Amendment No. 11 as filed by the Reporting Persons with the SEC on April 22, 2010. The Prides Debt Conversion closed on June 4, 2010.

- (4) The shares of Common Stock are owned directly by Kevin A Richardson, II.

- (5) The 200,000 shares of Common Stock were purchased by Mr. Richardson as his portion of the D&O Private Placement as previously defined in the Schedule 13D/A Amendment No. 11 as filed by the Reporting Persons with the SEC on April 22, 2010. The Offering price was \$1.00 per share of Common Stock. The D&O Private Placement closed on June 4, 2010.

### Remarks:

Kevin A. Richardson, II has been deputized by Prides Capital Partners, L.L.C. to serve on the Issuer's board of directors, and t

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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