

McCarthy Charles E  
 Form 4  
 January 06, 2009

**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

(Last) (First) (Middle)  
 200 HIGH STREET, SUITE 700  
 (Street)

BOSTON, MA 02110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 EDIETS COM INC [DIET]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 01/02/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

Edgar Filing: McCarthy Charles E - Form 4

|                           | Derivative Security |            | or Disposed of (D) (Instr. 3, 4, and 5) |           | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|---------------------------|---------------------|------------|-----------------------------------------|-----------|------------------|-----------------|--------------|----------------------------|
|                           |                     |            | Code                                    | V (A) (D) |                  |                 |              |                            |
| Stock Option-Right to Buy | \$ 3.37             | 01/02/2009 | A                                       | 53,984    | 12/31/2009       | 01/02/2014      | Common Stock | 53,984                     |
| Stock Option-Right to Buy | \$ 3.37             | 01/02/2009 | A                                       | 45,887    | <u>(1)</u>       | 01/02/2014      | Common Stock | 45,887                     |

## Reporting Owners

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

## Signatures

|                                    |            |
|------------------------------------|------------|
| Prides Capital<br>Partners, LLC    | 01/06/2009 |
| **Signature of Reporting<br>Person | Date       |
| Kevin A. Richardson,<br>II         | 01/06/2009 |
| **Signature of Reporting<br>Person | Date       |
| Murray A. Indick                   | 01/06/2009 |
| **Signature of Reporting<br>Person | Date       |
| Henry J. Lawlor, Jr                | 01/06/2009 |
| **Signature of Reporting<br>Person | Date       |
| Charles E. McCarthy                | 01/06/2009 |
| **Signature of Reporting<br>Person | Date       |
| Stephen L. Cootey                  | 01/06/2009 |
| **Signature of Reporting<br>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) 25% vested on January 2, 2009, 25% will vest on April 2, 2009; 25% will vest on July 2, 2009 and 25% will vest on October 2, 2009.
- The options reported herein as indirectly beneficially owned by Prides Capital Partners, L.L.C. are owned directly by Kevin A. Richardson II, and Stephen L. Cootey. Mr. Richardson and Mr. Cootey are deemed to hold the options for the benefit of Prides Capital Fund I, L.P. and may exercise the options solely upon the direction of Prides Capital Fund I, L.P., which is entitled to the shares issued upon exercise. 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 options owned by such entity.
- (2) Because Kevin A. Richardson, II, Murray A. Indick, Henry J. Lawlor, Jr., and Charles E. McCarthy 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., and Charles E. McCarthy disclaim beneficial ownership of these options, except to the extent of any pecuniary interest therein
- (3)

### Remarks:

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

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.