

Bakay Berke
Form 4
March 04, 2013

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

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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 *
Bakay Berke

(Last) (First) (Middle)

4975 PRESTON PARK
BLVD., SUITE 775 W

(Street)

PLANO, TX 75093

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2013

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)
				Code V Amount (A) or (D) Price			
Common Stock, \$0.001 par value	02/28/2013		D	1,300,000	D <u>(2)</u> 0 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(1)</u> <u>(2)</u>

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Options (right to buy)	\$ 0.47	02/28/2013		D	228,724	<u>(3)</u>	11/29/2021	Common Stock	228,724
Warrant for the Purchase of Common Stock	\$ 1.7675	02/28/2013		D	124,000	<u>(4)</u>	02/07/2014	Common Stock	124,000
Stock Options (right to buy)	\$ 0.55	02/28/2013		D	50,000	<u>(5)</u>	02/16/2022	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bakay Berke 4975 PRESTON PARK BLVD. SUITE 775 W PLANO, TX 75093	X			
BBS Capital, LLC 4975 PRESTON PARK BLVD. SUITE 775 W PLANO, TX 75093	X			
BBS CAPITAL FUND LP 4975 PRESTON PARK BLVD. SUITE 775 W PLANO, TX 75093	X			
BBS Capital GP, LP 4975 PRESTON PARK BLVD. SUITE 775 W PLANO, TX 75093	X			
BBS Capital Management, LP 4975 PRESTON PARK BLVD.	X			

SUITE 775 W
PLANO, TX 75093

Signatures

/s/ Berke Bakay

03/04/2013

__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).

The filing of this Form 4 shall not be construed as an admission that BBS Capital Management, LP ("BBS Management"), BBS Capital GP, LP ("BBS GP"), BBS Capital, LLC ("BBS Capital") or Mr. Berke Bakay are or were for the purpose of Section 16(a) of the

(1) Securities Exchange Act of 1934, as amended, or otherwise the beneficial owner of any of the shares of common stock, par value \$0.001 per share ("Common Stock"), of eDiets, Inc. (the "Issuer") owned by BBS Capital Fund, LP (the "Fund"). Mr. Bakay, BBS GP, BBS Management and BBS Capital each disclaim any such beneficial ownership except to the extent of their pecuniary interest.

(2) The Fund beneficially owned 1,300,000 shares of Common Stock of the Issuer. These shares were exchanged at the effective time of the merger (the "Merger") for an aggregate of 1,646,710 shares of As Seen On TV, Inc. Common Stock at a conversion ratio of 1.2667 shares of As Seen On TV, Inc. Common Stock per share of eDiets Common Stock, with a market value of \$0.48 per share on the effective date of the Merger.

(3) Exercisable according to the following vesting schedule: 15,958 beginning on December 31, 2011; 70,213 beginning on November 29, 2012; 70,213 beginning on November 29, 2013 and 72,340 beginning on November 29, 2014.

(4) These warrants are immediately exercisable.

(5) Exercisable according to the following vesting schedule: 25,000 beginning on May 15, 2012; 12,500 beginning on July 1, 2012 and 12,500 beginning on October 1, 2012.

(6) These derivative securities were assumed by As Seen On TV, Inc. at the effective time of the Merger. The exercise price and number of shares issuable upon conversion were converted based upon a conversion ratio of 1.2667.

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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