

NUTRI SYSTEM INC /DE/
Form 4
August 05, 2015

FORM 4

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

OMB APPROVAL

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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 *
ZIER DAWN M.

(Last) (First) (Middle)
600 OFFICE CENTER DRIVE
(Street)

FORT WASHINGTON, PA 19034

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NUTRI SYSTEM INC /DE/ [NTRI]

3. Date of Earliest Transaction
(Month/Day/Year)
08/04/2015

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)
President and CEO

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	(D)	Price
Common stock	08/04/2015		M		20,140	A	\$ 9.07
Common stock	08/04/2015		M		20,042	A	\$ 14.95
Common stock	08/04/2015		S ⁽¹⁾		20,140	D	\$ 29.9955
Common stock	08/04/2015		S ⁽¹⁾		20,042	D	\$ 29.993
Common stock	08/05/2015		M		29,878	A	\$ 7.31

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Common stock	08/05/2015		M	3,500	A	\$ 8.52	203,325	D
Common stock	08/05/2015		<u>S</u> ⁽¹⁾	29,878	D	\$ 30.6826 <u>(4)</u>	173,447	D
Common stock	08/05/2015		<u>S</u> ⁽¹⁾	3,500	D	\$ 30.6669 <u>(4)</u>	169,947	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Common stock options, .001 (right to buy)	\$ 9.07	08/04/2015		M	20,140	<u>(5)</u> 11/15/2019	Common Shares 20,140
Common stock options, .001 (right to buy)	\$ 14.95	08/04/2015		M	20,042	03/20/2015 03/20/2021	Common Shares 20,042
Common stock options, .001 (right to buy)	\$ 7.31	08/05/2015		M	29,878	11/15/2014 11/15/2019	Common Shares 29,878
	\$ 8.52	08/05/2015		M	3,500	03/21/2014 03/21/2020	3,500

Common
stock
options,
.001
(right to
buy)

Common
Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZIER DAWN M. 600 OFFICE CENTER DRIVE FORT WASHINGTON, PA 19034	X		President and CEO	

Signatures

/S/ Michael P.
Monahan 08/05/2015

**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) Sale pursuant to a 10(b)5-1 plan.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.66 to \$30.34, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.66 to \$30.30, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(4) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.12 to \$30.97, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(5) 10,070 shares vested on November 15, 2013 and 10,070 shares vested on November 15, 2014.

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.