Richardson Kevin A II Form 4 February 08, 2010

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * Prides Capital Partners, LLC

> (First) (Middle)

200 STATE STREET, 13TH **FLOOR**

(Street)

(State)

Symbol

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

01/04/2010

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

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January 31, 2005

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response...

0.5

2. Issuer Name and Ticker or Trading

EDIETS COM INC [DIET]

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person X_ Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

BOSTON, MA 02109

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if

(Zip)

3. Code (Month/Day/Year) (Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(Instr. 3 and 4) Code V Amount (D) Price

(A)

or

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Security or Exercise any Code Securities (Month/Day/Year)

7. Title and Amour

Underlying Securit

(Instr. 3 and 4)

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8 | (| Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | |
|---------------------------------|------------------------------------|------------|------------------|-----------|---|--|------------------------|--------------------|-----------------|---------------------------|
| | | | | Code V | V | (A) (I | D) Date Exercisable | Expiration Date | Title | Amo or Num of Sh |
| Stock Option-Right to Buy | \$ 1.39 | 01/04/2010 | | A | | 36,867 | <u>(1)</u> | 01/04/2020 | Common Stock | 36,8 |
| Stock Option-Right to Buy | \$ 1.39 | 01/04/2010 | | A | | 46,084 | 12/31/2010 | 01/04/2020 | Common Stock | 46,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|--|
| 1 6 | Director | 10% Owner | Officer | Other | | | | |
| Prides Capital Partners, LLC 200 STATE STREET 13TH FLOOR BOSTON, MA 02109 | X | X | | | | | | |
| Richardson Kevin A II 200 STATE STREET 13TH FLOOR BOSTON, MA 02109 | X | X | | | | | | |
| Signatures | | | | | | | | |
| Prides Capital Partners, LLC | 01/06/2009 | | | | | | | |
| **Signature of Reporting Person | Date | | | | | | | |
| Kevin A. Richardson, II | 01/06/ | 2009 | | | | | | |
| **Signature of Reporting Person | Dat | 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 4, 2010, 25% will vest on April 1, 2010; 25% will vest on July 1, 2010 and 25% will vest on October 1, 2010.
 - The options reported herein as indirectly beneficially owned by Prides Capital Partners, L.L.C. are owned directly by Kevin A. Richardson II. Mr. Richardson is deemed to hold the options for the benefit of Prides Capital Fund I, L.P. and may exercise the options
- (2) 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.

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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 options, except to the extent of any pecuniary interest therein

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. 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.