EDIETS COM INC
Form 10-Q
May 10, 2007
Table of Contents

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2007

Commission File Number 0-30559

eDiets.com, Inc.

(Exact name of issuer as specified in its charter)

Delaware	**56-0952883**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

1000 Corporate Drive, Suite 600

Fort Lauderdale, Florida 33334

(Address of principal executive offices)

(954) 360-9022

(Issuer s telephone number, including area code)

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act of 1934 during the past 12 months (or for such shorter period that the issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the issuer is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act).

Large accelerated filer ¨ Accelerated filer ¨ Non-accelerated filer x

Indicate by check mark whether the issuer is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of May 4, 2007:

Common Stock, $.001 par value per share	**24,706,144 shares**

Table of Contents

eDiets.com, Inc,

Index to Form 10-Q

Table of Contents

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

EDIETS.COM, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands)

(unaudited)

	March 31, 2007	December 31, 2006
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 3,086	$ 6,015
Accounts receivable, net	1,697	1,699
Prepaid advertising costs	203	388
Prepaid meal delivery	211	84
Prepaid expenses and other current assets	501	302
Total current assets	5,698	8,488
Restricted cash	544	544
Property and office equipment, net	1,772	1,806
Intangibles, net	2,564	2,869
Goodwill	13,600	13,616
Other assets	214	214
Assets of discontinued operations		7
Total assets	$ 24,392	$ 27,544
LIABILITIES AND STOCKHOLDERS EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 1,908	$ 2,409
Accrued liabilities	2,797	4,023
Reserve for refunds	36	33
Current portion of capital lease obligations	248	213
Deferred revenue	2,191	2,449
Total current liabilities	7,180	9,127
Capital lease obligations, net of current portion	88	142
Deferred revenue	1,891	1,952
Deferred tax liability	65	67
Liabilities of discontinued operations		60
Commitments and contingencies		
STOCKHOLDERS EQUITY:		
Common stock	25	25
Additional paid-in capital	35,137	34,878
Accumulated other comprehensive income	59	89

Accumulated deficit	(20,053)	(18,796)
Total stockholders equity	15,168	16,196
Total liabilities and stockholders equity	$ 24,392	$ 27,544

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of Contents

EDIETS.COM, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

(Unaudited)

	Three months ended March 31, 2007	Three months ended March 31, 2006
Continuing Operations:		
REVENUE	$ 8,444	$ 13,509
COSTS AND EXPENSES:		
Cost of revenue	1,693	2,821
Technology and development	875	592
Sales, marketing and support	5,152	11,201
General and administrative	1,680	2,461
Amortization of intangible assets	302	10
Total costs and expenses	9,702	17,085
Loss from operations	(1,258)	(3,576)
Other income, net	60	97
Income tax provision	(59)	(8)
Loss from continuing operations	(1,257)	(3,487)
Discontinued Operations:		
Loss from operations, net of tax		(83)
Net loss	$ (1,257)	$ (3,570)
Basic and diluted loss per common share:		
Loss from continuing operations	$ (0.05)	$ (0.16)
Loss from discontinued operations		
Net loss per common share	$ (0.05)	$ (0.16)
Weighted average common and common equivalent shares outstanding:		
Basic and diluted	24,660	21,881

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of Contents

EDIETS.COM, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Three Months Ended March 31, 2007	Three Months Ended March 31, 2006
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss from continuing operations	$ (1,257)	$ (3,487)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	232	235
Amortization of intangibles	302	25
Provision for (recovery of) bad debts and sales returns	6	(43)
Stock-based compensation	185	506
Deferred tax benefit		(3)
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable	(18)	(88)
Prepaid expenses and other assets	(125)	(9)
Accounts payable and accrued liabilities	(526)	2,280
Deferred revenue	(305)	507
Net cash used in operating activities of continuing operations	(1,506)	(77)
Net cash used in operating activities of discontinued operations		(83)
Net cash used in operating activities	(1,506)	(160)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Earn out from acquisition of Nutrio	(1,250)	
Purchases of property and office equipment	(157)	(146)
Net cash used in investing activities	(1,407)	(146)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from exercise of stock options	75	542
Repayment of capital lease obligations	(61)	(57)
Net cash provided by financing activities	14	485
Effect of exchange rate changes on cash and cash equivalents	(30)	5
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(2,929)	184
Cash and cash equivalents, beginning of period	6,015	8,612
Cash and cash equivalents, end of period	$ 3,086	$ 8,796
SUPPLEMENTAL CASH FLOW INFORMATION		
Cash paid for interest	$ 8	$ 9
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES		

Equipment acquired under capital leases	$	41	$	

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of Contents

EDIETS.COM, INC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2007

(Unaudited)

1. ORGANIZATION

eDiets.com, Inc. (the Company) was incorporated in the State of Delaware on March 18, 1996 for the purpose of developing and marketing Internet-based diet and fitness programs. The Company markets its products both to consumers and to businesses primarily in North America.

2. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements included herein have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and note disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to those rules and regulations. The Company believes that the disclosures made are adequate to make the information presented not misleading. All the adjustments which, in the opinion of management, are considered necessary for a fair presentation of the results of operations for the periods shown are of a normal recurring nature and have been reflected in the unaudited condensed consolidated financial statements. Results of operations for the three months ended March 31, 2007 are not necessarily indicative of the results that may be expected for the year ending December 31, 2007. The information included in these unaudited condensed consolidated financial statements should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations contained in this report and the consolidated financial statements and accompanying notes included in the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2006.

In accordance with Statement of Financial Accounting Standards No. 144, *Accounting for the Impairment or Disposal of Long-lived Assets* (SFAS 144), the Company has accounted for the sale of its German, Spanish and Portuguese Web sites as a discontinued operation. SFAS 144 applies to long-lived assets to be held and used or to be disposed of, including assets under capital leases of lessees, assets subject to operating leases of lessors and prepaid assets. The balance sheet data, results of operations and cash flows of these Web sites have been reclassified and presented as loss from discontinued operations, net of tax , for all periods presented. The transaction is further discussed in Note 12-Discontinued Operations.

Effective January 1, 2006, the Company adopted the fair value recognition provisions of FASB Statement No. 123R, *Share-Based Payment*, and related interpretations (SFAS 123R) using the modified-prospective transition method. Under that method, compensation cost recognized in 2006 includes (a) compensation cost for all share-based payments granted prior to, but not yet vested as of, December 31, 2005 based on the grant date fair value estimated in accordance with the original provisions of SFAS 123 and (b) compensation cost for all share-based payments granted on or subsequent to January 1, 2006, based on the grant-date fair value estimated in accordance with the provisions of SFAS 123R. Compensation is being recognized on a straight-line basis over the requisite service period for the entire option award in accordance with the provisions of SFAS 123R. Compensation is being recognized on an accelerated basis over the service period for awards subject to graded vesting provisions.

On July 13, 2006, the Financial Accounting Standards Board issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN 48). FIN 48 applies to all tax positions within the scope of FASB Statement 109, applies a more likely than not threshold for tax benefit recognition, identifies a defined methodology for measuring benefits and increases the disclosure requirements for companies. The Interpretation is mandatory for years beginning after December 15, 2006; accordingly, the Company adopted FIN 48 on January 1, 2007. The adoption of FIN 48 did not have a material effect on the Company s consolidated financial position or results of operations. See Note 8 for further discussion.

EDIETS.COM, INC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

In September 2006, the FASB issued SFAS 157, *Fair Value Measurements*, which clarifies how to measure fair value and requires enhanced fair value measurement disclosures. The standard emphasizes that fair value is a market-based measurement, not an entity-specific measurement and sets out a fair value hierarchy with the highest priority being quoted prices in active markets for identical assets or liabilities. The Company will be required to adopt SFAS 157 on January 1, 2008. The Company is currently in the process of evaluating the effects of this new accounting standard; however, the Company does not anticipate that SFAS 157 will have a material impact on the Company s financial statements.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. While the Company believes that such estimates are fair when considered in conjunction with the condensed consolidated financial position and results of operations taken as a whole, the actual amount of such estimates, when known, may vary from these estimates.

3. EARNINGS PER COMMON SHARE

Basic earnings per common share are computed using the weighted average number of common shares outstanding during the period. Diluted earnings per share are computed using the weighted average number of common and dilutive potential common shares outstanding during the period. Potential common shares consist of the incremental common shares issuable upon exercise of stock options and warrants (using the treasury stock method). Potential common shares outstanding have not been included in the computation of diluted loss per share for the three months ended March 31, 2007 and 2006 as their effect is anti-dilutive.

4. ACQUSITION OF NUTRIO.COM, INC.

On May 18, 2006, the Company acquired Nutrio.com, Inc. (Nutrio), a leading provider of interactive private-label nutrition, fitness and wellness programs (the Merger). The consideration paid to stockholders and option-holders of Nutrio was $8.5 million in cash. An additional performance-based earn out payment of up to $2.5 million could be paid depending on Nutrio s financial performance during calendar year 2006 and 2007. In March 2007, the Company paid $1.25 million related to the 2006 earn out and accordingly this payment was included in accrued expenses and goodwill in the accompanying Consolidated Balance Sheet as of December 31, 2006. The remaining performance-based earn out of up to $1.25 million will be based on Nutrio s financial performance during calendar year 2007. The primary reason for the acquisition of Nutrio was to be able to accelerate revenue growth and cash flows by expanding the Company s operations with a unique position of leadership serving both the business-to-consumer and the business-to-business diet and fitness marketplace. As a result of this transaction, Nutrio became a wholly-owned subsidiary of the Company. In order to fund the Nutrio acquisition, in 2006 the Company completed a private placement of 1.98 million shares of common stock at a price of $5.05 per share with Prides Capital Fund I, L.P. (Prides Capital). Warrants to purchase approximately 1.19 million shares at $6.00 per share were also issued to Prides Capital. The warrants have a five year expiration date, are exercisable beginning six months after issuance and provide for a cashless exercise under certain conditions with respect to up to 25% of the shares.

The acquisition was accounted for under the purchase method of accounting in accordance with SFAS 141, *Business Combinations*. The results of operations of Nutrio have been included in the Company s financial statements for periods subsequent to May 18, 2006. The Company allocated the cost of the acquisition to the assets acquired and the liabilities assumed based on their estimated fair values. These estimated fair values may be revised in the future as necessary, if information becomes available to further define assets acquired and liabilities assumed. The excess of the cost over the fair value of net assets acquired of approximately $5.6 million has been reflected as goodwill. In addition, the Company recorded an increase in goodwill of $1.25 million related to the 2006 earn out described above.

A summary of the purchase price for the acquisition is as follows (in thousands):

Cash	$ 8,500
Liabilities assumed	(172)
Direct acquisition costs	604

Total purchase price	$ 8,932

Table of Contents

EDIETS.COM, INC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

The purchase price was allocated as follows (in thousands):

Assets acquired (including cash of $132)	$ 431
Intangibles	3,088
Liabilities assumed	(172)
Deferred tax liability	(1,158)
Reduction of eDiets valuation allowance	1,158
Goodwill	5,585
Total	$ 8,932

Intangibles acquired consist of the following (in thousands):

Customer relationships	$ 1,990
Technology	500
Non-compete agreements	350
Tradename	170
Web site content	78
	$ 3,088

5. INTANGIBLE ASSETS

Intangible assets related to the acquisition of Nutrio (see Note 4) are being amortized using the straight-line method over periods ranging from 2 to 5 years with a weighted average life of approximately 2.8 years. Intangible assets related to the acquisition of eDiets Europe Ltd. (eDiets Europe) in July 2004 are being amortized using the straight-line method over a period of 15 years.

The Company reviews each intangible asset type on an annual basis, or more frequently if events and circumstances warrant, to determine if any impairment exists.

6. REVENUE RECOGNITION

The Company offers memberships to the proprietary content contained in its Web sites. Revenues from customer subscriptions represent the majority of the Company s business and are paid in advance mainly via credit cards. Subscriptions to the Company s nutrition, fitness, support and recipe plans are paid in advance and cash receipts are deferred and recognized as revenue on a straight-line basis over the period of the subscription.

In accordance with EITF 99-19, *Reporting Revenue Gross as a Principal versus Net as an Agent*, the Company recognizes gross subscription revenues associated with licensed diet and fitness plans based on the relevant facts of the related license agreements, while the license fee incurred to the licensor is included in cost of revenues.

The Company collects customer subscription amounts in advance and maintains a reserve for refunds related to cancelable plans. Under cancelable plans, customers are entitled to cancel their memberships after an initial length of stay and receive a full refund for the unused portion of the membership.

Advertising revenue is recognized in the period the advertisement is displayed, provided that no significant Company obligation remains and collection is probable. Company obligations typically include guarantees of a minimum number of impressions or times that visitors to the Company s Web site view an advertisement. Amounts received or billed for which impressions have not yet been delivered are reflected as deferred revenue. Opt-in email revenue is derived from the sale of email addresses of visitors to the Company s Web sites who have authorized the Company to allow third party solicitations. Revenues from the collection of email addresses are recognized when no significant Company obligation remains and collection is probable.

Table of Contents

EDIETS.COM, INC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

Meal delivery revenue is recognized when the earnings process is complete, which is upon transfer of title of the product. This transfer occurs upon shipment from the Company s fulfillment center to the end-customer. Meal delivery revenue includes amounts billed for shipping. In accordance with EITF 99-19, the Company recognizes gross meal delivery revenues based on the relevant fact that the Company is the primary obligor and has assumed asset risk before the customers place any orders.

Business-to-business revenue relates to our Nutrio subsidiary (aka eDiets Corporate Services). It generates three types of business-to-business revenue. Licensing and development revenues are accounted for in accordance with EITF 00-21, *Revenue Arrangements with Multiple Deliverables*. Development revenue relates to the planning, design and development of Web sites for its customers. Both licensing and development revenues are recognized on a straight line basis over the license period once the Web site is launched. Consulting revenue relates to consulting services provided to customers and revenue is recognized when services and/or deliverables are completed and collection is probable.

Ecommerce revenue is currently derived from the sale of motivational audio tapes or compact disks, journals, pedometers, starter kits and other bundled products to consumers. Revenues from the sales of those products are recognized when the product is shipped.

Commission revenue is derived from third party vendors on sales of products and services advertised on the Company s Web sites. Commission revenue is recognized when the third party vendor ships the product and collection is probable.

Royalty revenue is derived from the 15-year exclusive technology licensing agreement related to the Company s operations in the United Kingdom and Ireland and is being recognized on a straight-line basis over the term of the agreement, as well as an ongoing royalty agreement on future subscriptions and advertising revenue derived from the ownership transfer of the German, Spanish and Portuguese Web sites.

Revenue by type is as follows (in thousands):

	Three Months Ended March 31,	
	2007	**2006**
Subscription	$ 6,132	$ 10,563
Advertising	739	1,028
Meal delivery	680	1,039
Business-to-business	535	
Ecommerce	35	258
Commissions	82	384
Royalties	241	237
	$ 8,444	$ 13,509

7. STOCK-BASED COMPENSATION

In November 2004, the Company adopted the eDiets.com, Inc. 2004 Equity Incentive Plan (the Incentive Plan). The Incentive Plan provides for the grant of incentive stock options or ISOs , non-qualified stock options or NSOs , stock appreciation rights or SARs , restricted stock, deferred stock and unrestricted stock. The Plan is administered by the Governance Committee of the Board of Directors (the Committee). A maximum of 1,500,000 shares of Common Stock may be delivered in satisfaction of awards made under the Incentive Plan. The maximum number of shares of Common Stock that may be issued pursuant to the exercise of ISOs and NSOs is 800,000 each. The maximum benefit that would be paid to any person under the Incentive Plan in any calendar year is 450,000 shares. The term of any option granted under the Incentive Plan may not exceed ten years. SARs may be granted either in tandem with or independent of stock options. The Incentive Plan provides for awards of nontransferable shares of Common Stock subject to repurchase or forfeiture. The minimum period that restrictions must remain in place is three years unless the restricted Common Stock is also subject to performance conditions, in which case the minimum period is one year. The Incentive Plan prohibits the Committee from waiving these restriction periods. The Incentive Plan also provides for awards of unrestricted stock, but no more

EDIETS.COM, INC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

than 90,000 shares in the aggregate may be granted at less than fair market value. The Incentive Plan also provides for deferred grants entitling the recipient to receive Common Stock upon satisfaction of conditions determined by the Committee in its discretion. As of March 31, 2007, there were 135,000 shares of restricted stock outstanding under the Incentive Plan.

In November 1999, the Company adopted the eDiets.com, Inc. Stock Option Plan (the Plan) (as amended and restated effective April 1, 2002). The Plan, as amended, provides for the grant of incentive stock options and non-qualified stock options to purchase up to 5,000,000 shares of the Company s common stock to employees, directors and consultants to the Company. Options granted to employees under the Plan generally vest ratably over a two- or three-year period and expire five or ten years from the date of grant. Such options generally have an exercise price equal to the fair market value of the underlying common stock at the grant date and are fully exercisable on the date of grant for a period of up to five to ten years. As of March 31, 2007, 1,224,364 options are outstanding under the Plan.

In May 1996, the Company adopted the Startup Equity Program (the Startup Program), pursuant to which the Company granted non-qualified stock options to certain employees and consultants during the Company s start-up phase. Options granted under the Start-up Program are exercisable over a five or ten-year period from the date of grant at an exercise price of $0.01 per share and are fully vested. In addition, through the first half of 1999, the Company granted additional stock options to certain employees and non-employees, which were issuable at the discretion of the Company s Board of Directors. All such additional options are exercisable over a five or ten-year period from the date of grant at an exercise price of $0.01 per share and are fully vested. A total of 917,716 options were granted under these programs, of which 52,800 options remained outstanding as of March 31, 2007.

The Company grants stock options and restricted stock awards to its employees, officers and directors. The Company accounts for its stock-based compensation plans in accordance with FASB Statement No. 123R, *Share-Based Payment*, and related interpretations (SFAS 123R). Under the provisions of SFAS 123R, the Company estimates the fair value of each stock option on the date of grant using a BSM option-pricing formula, applying the following assumptions, and amortizes that value to expense over the option s vesting period using the straight-line attribution method:

Expected Term: The expected term represents the period over which the share-based awards are expected to be outstanding for employees and directors. The Company uses shortcut method described in Staff Accounting Bulletin Topic 14.D.2, which is based on a calculation to arrive at the midpoint between the vesting date and the end of the contractual term. For directors, effective January 1, 2007, the Company uses the historical exercise experience in determining the expected term.

Risk-Free Interest Rate: The Company based the risk-free interest rate used in its assumptions on the implied yield currently available on U.S. Treasury zero-coupon issues with a remaining term equivalent to the stock option award s expected term.

Expected Volatility: The volatility factor used in the Company s assumptions is based on the historical price of its stock from 2001 to the current period because the Company believes that this extended period reflects the true Company history.

Expected Dividend Yield: The Company does not intend to pay dividends on its common stock for the foreseeable future. Accordingly, the Company uses a dividend yield of zero in its assumptions.

During the three months ended March 31, 2007 and 2006, the Company recognized stock-based compensation expense (related to stock options and restricted stock awards) of $0.2 million and $0.5 million, respectively. There were no stock options or restricted stock award grants during the first quarter of 2007. During the three months ended March 31, 2006, the Company granted 62,500 options to directors and 7,500 options to employees, with a weighted average fair value of $2.91.

Table of Contents

EDIETS.COM, INC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

As of March 31, 2007, there was $0.3 million of total unrecognized compensation cost related to the stock options granted under the Company s stock plans. That cost is expected to be recognized over a weighted-average period of 1.7 years.

As of March 31, 2007, there was $0.2 million of total unrecognized compensation cost related to restricted stock awards granted under our stock plans. As the restricted stock is subject to graded vesting, the cost is being recognized on an accelerated basis over a weighted-average period of 2.2 years.

8. INCOME TAXES

The Company adopted the FIN 48 effective January 1, 2007. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in financial statements and requires the impact of a tax position to be recognized in the financial statements if that position is more likely than not of being sustained by the taxing authority. The adoption of FIN 48 did not have a material effect on the Company s consolidated financial position or results of operations.

The Company recorded $59,000 and $8,000 of income tax expense for the three months ended March 31, 2007 and 2006, respectively.

9. COMPREHENSIVE INCOME (LOSS)

The components of comprehensive income (loss) are as follows (in thousands):

	Three Months Ended March 31,	
	2007	**2006**
Net loss	$ (1,257)	$ (3,570)
Other comprehensive income (loss):		
Foreign currency translation	(30)	19
Comprehensive net loss	$ (1,287)	$ (3,551)

Accumulated other comprehensive income as of March 31, 2007 and December 31, 2006 consists of foreign currency translation.

10. SEGMENT INFORMATION

FASB Statement No. 131 (SFAS 131), *Disclosures about Segments of an Enterprise and Related Information*, designates the internal reporting that is used by management for making operating decisions and assessing performance as the source of the Company s reportable segments.

The Company operates in a single market consisting of the sale of services, information and products related to nutrition, fitness and motivation. The Company has three reportable segments: the U.S. business-to-consumer segment, the U.S. business-to-business segment (which resulted from the May 2006 acquisition of Nutrio) and the European business segment.

The Company does not engage in inter-company revenue transfers between segments. The Company s management evaluates performance based primarily on business segment. Accounting policies of the segments are the same as the Company s consolidated accounting policies.

Table of Contents

EDIETS.COM, INC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

Net revenues and segment income (loss) of the Company s three reportable segments are as follows (in thousands):

	Three Months Ended March 31, 2007	2006
Net revenues:		
U.S. business-to-consumer	$ 7,670	$ 13,272
U.S. business-to-business	535	
Total U.S.	8,205	13,272
Europe	239	237
Consolidated net revenues	$ 8,444	$ 13,509
Segment income (loss) :		
U.S. business-to-consumer	$ (1,452)	$ (3,804)
U.S. business-to-business	(25)	
Total U.S.	(1,477)	(3,804)
Europe	219	228
Consolidated loss from operations	$ (1,258)	$ (3,576)

Identifiable assets and goodwill of the Company s three reportable segments and long-lived assets are as follows:

(in thousands)	March 31, 2007	December 31, 2006
Identifiable assets:		
U.S. business-to-consumer	$ 10,949	$ 13,418
U.S. business-to-business	9,756	10,407
Total U.S.	20,705	23,825
Europe	3,687	3,712
Identifiable assets from continuing operations	24,392	27,537
Identifiable assets from discontinued operations		7
Total identifiable assets	$ 24,392	$ 27,544
Long-lived assets, net:		
U.S. business-to-consumer	$ 1,758	$ 1,800
U.S. business-to-business	14	6

Total long-lived assets	$	1,772	$	1,806

Table of Contents

EDIETS.COM, INC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

	March 31, 2007	December 31, 2006
Goodwill:		
U.S. business-to-consumer	$ 5,191	$ 5,191
U.S. business-to-business	6,835	6,835
Total U.S.	12,026	12,026
Europe	1,574	1,590
Total goodwill	$ 13,600	$ 13,616

12. DISCONTINUED OPERATIONS

On September 1, 2006, the Company transferred the ownership of its German, Spanish and Portuguese Web sites to a third party in exchange for an ongoing royalty on future subscriptions and advertising revenues. These Web sites had been unprofitable for several periods. Due to the limited potential to improve the profitability of the Web sites, combined with its relative geographic isolation from the Company s corporate office, the decision was made to exit these markets.

In accordance with SFAS 144, the assets held for sale, cash flows, results of operations and gain on disposal of the three Web sites are segregated and reported as discontinued operations for all periods presented in this report. As of December 31, 2006 there were no remaining assets that were held for sale. Operating results for the Web sites are included in the Consolidated Statements of Income in net loss from discontinued operations for all periods presented and are presented as follows:

	Three Months Ended March 31,	
	2007	2006
Revenues	$	$ 264
Loss from operations	$	$ (85)
Net loss	$	$ (83)

13. LEGAL PROCEEDINGS

In the ordinary course of business, the Company and/or its subsidiaries may be parties to legal proceedings and regulatory inquiries, the outcome of which, either singly or in the aggregate, is not expected to have a material adverse effect on the Company s financial condition or results of operations.

13

Table of Contents

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

The information contained in this Quarterly Report on Form 10-Q, other than historical information, may include forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Words such as may , will , expect , intend , anticipate , believe , estimate , plan and similar expressions in this report identify forward-looking statements. The forward-looking statements are based on current views with respect to future events and financial performance. Actual results may differ materially from those projected in the forward-looking statements. The forward-looking statements are subject to risks, uncertainties and assumptions, including, among other things those associated with:

our ability to meet our financial obligations;

the relative success of marketing and advertising;

the continued attractiveness of our diet and fitness programs;

competition, including price competition and competition with self-help weight loss and medical programs;

our ability to obtain and continue certain relationships with the providers of popular nutrition and fitness approaches and the supplier of our meal delivery services;

adverse results in litigation and regulatory matters, more aggressive enforcement of existing legislation or regulations, a change in the interpretation of existing legislation or regulations, or promulgation of new or enhanced legislation or regulations;

significant investments in our technology platform, marketing plans, and product development to remain competitive with other online providers of healthy living and weight loss plans, many of which may be found to offer superior and more varied features than our plans and may also be offered for free;

our inability to obtain sufficient and/or acceptable outside financing or funding (when and if required);

general economic and business conditions; and

terrorist activities and the prospect of or the actuality of war.

The factors listed in the section entitled Certain Factors Which May Affect Future Results in the section Management s Discussion and Analysis of Financial Condition and Results of Operations of our Annual Report on Form 10-K, for the year ended December 31, 2006, as well as any other cautionary language in this report, provide examples of risks, uncertainties and events which may cause our actual results to differ materially from the expectations we described in our forward-looking statements. All forward-looking statements are current only as of the date on which such statements are made. We do not undertake any obligation to release publicly the result of any revisions to these forward-looking statements, which may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

OUR BUSINESS

Products and Services

eDiets.com, Inc. (eDiets , the Company or we) leverages the Internet to bring diet, fitness and healthy lifestyle solutions to everyone. We generate revenue in four ways.

We sell internet-based diet, fitness and recipe programs.

We also offer a range of tangible products online and in 2006 entered the meal delivery business.

We derive licensing revenues for the use of our intellectual property and development revenues related to the planning, design and development of private-label nutrition Web sites.

Table of Contents

We also sell advertising throughout our content assets, which are primarily our diet, fitness and healthy lifestyle-oriented Web sites.

Subscription Business

We have been offering online subscription-based plans in the United States since 1998, when we launched our first diet plan. Our diet plans are personalized according to an individual s weight goals and food and cooking preferences and include the related shopping lists and recipes. eDiets offers a variety of over twenty different diet plans, some of which we have developed and some of which we have licensed from third parties under exclusive arrangements.

Subscribers to our diet plans receive access to a wealth of support offerings including interactive online information, communities and education as well as telephone and online support. eDiets offers approximately 100 message boards on various topics of interest to our members, online meetings presented by licensed mental health counselors, registered dietitians and certified fitness trainers and the resources of approximately 30 customer service representatives, nutritionists and fitness personnel.

Subscription programs ranging from four weeks to 52 weeks are billed in advance in varying increments of time. Substantially all of our members purchase programs via credit cards, with renewals billed automatically, until cancellation.

Meal Delivery Business

In January 2006 we began to offer a nationwide weight loss oriented meal delivery service. Individuals may purchase a full week of freshly prepared breakfasts, lunches, and dinners, supplemented by snacks that are generally shipped to arrive within two to three days. We launched a newly branded and configured service early in the second quarter of 2007 under the name eDiets DeliciouslyYours.

License Business

With our May 2006 acquisition of Nutrio.com, Inc. (Nutrio and also known as eDiets Corporate Services), a leading provider of interactive private-label nutrition, fitness and wellness programs, eDiets entered the business-to-business channel. Our eDiets Corporate Services subsidiary is actively engaged in providing private label nutrition, fitness and wellness programs to companies mainly in the health insurance, pharmaceutical and food industries.

We also recognize royalty revenue as a result of having licensed to Tesco plc (Tesco) the exclusive rights to use eDiets brand name and diet plan technology in the UK and Ireland and having licensed to eDiets International GmbH similar rights for certain European and Latin American countries.

Content Business

Our advertising sales revenues are derived from our flagship Web site, www.eDiets.com. The site includes free, regularly updated content developed primarily by our in-house editorial staff. Content is grouped into channels including Diet & Nutrition, Fitness, Mind & Body, Health, Food & Recipes, Family Nutrition, From Our Experts, and Success Stories. Over 80% of visitors to our site are women between the ages of 25 and 54.

Additional advertising revenues are generated through placements in our 13 free opt-in email newsletters and through placements within the subscription sales process. Today between one and two million unique individuals visit the content portions of www.eDiets.com and generate advertising impressions that can be sold every month.

General information about us can be found at http://www.eDiets.com/company/company.cfm. We make available our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to these reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act) as soon as reasonably practicable after we electronically file such materials with the Securities and Exchange Commission, free of charge on our Web site.

Table of Contents

CRITICAL ACCOUNTING POLICIES

We have identified the policies outlined below as critical to our business operations and an understanding of our results of operations. The listing is not intended to be a comprehensive list of all of our accounting policies. In many cases, the accounting treatment of a particular transaction is specifically dictated by accounting principles generally accepted in the United States, with no need for management s judgment in their application. The impact and any associated risks related to these policies on our business operations is discussed throughout Management s Discussion and Analysis of Financial Condition and Results of Operations where such policies affect our reported and expected financial results. For a detailed discussion on the application of these and other accounting policies, see the Notes to the Consolidated Financial Statements in our 2006 Form 10-K. Note that our preparation of the financial statements requires us to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of our financial statements, and the reported amounts of revenue and expenses during the reporting period. There can be no assurance that actual results will not differ from those estimates.

REVENUE RECOGNITION:

We offer subscriptions to the proprietary content contained in our Web sites. Revenues from customer subscriptions represent the majority of our business and are paid in advance mainly via credit cards. Subscriptions to our nutrition, fitness, support and recipe plans are paid in advance and cash receipts are deferred and recognized as revenue on a straight-line basis over the period of the subscription.

In accordance with EITF 99-19, *Reporting Revenue Gross as a Principal versus Net as an Agent* (EITF 99-19), we recognize gross subscription revenues associated with licensed diet and fitness plans based on the relevant facts of the related license agreements, while the license fee incurred to the licensor is included in cost of revenues.

We collect customer subscription amounts in advance and maintain a reserve for refunds related to cancelable plans. Under cancelable plans, customers are entitled to cancel their memberships after an initial length of stay and receive a full refund for the unused portion of the membership.

Advertising revenue is recognized in the period the advertisement is displayed, provided that no significant Company obligations remain and collection is probable. Our obligations typically include guarantees of a minimum number of impressions or times that visitors to our Web site view an advertisement. Amounts received or billed for which impressions have not yet been delivered are reflected as deferred revenue. Opt-in email revenue is derived from the sale of email addresses of visitors to our Web sites who have authorized us to allow third party solicitations. Revenues from the collection of email addresses are recognized when no significant obligation remains and collection is probable.

Meal delivery revenue is recognized when the earnings process is complete, which is upon transfer of title of the product. This transfer occurs upon shipment from the Company s fulfillment center to the end-customer. Meal delivery revenue includes amounts billed for shipping. In accordance with EITF 99-19, we recognize gross meal delivery revenues based on the relevant fact that we are the primary obligor and have assumed asset risk before the customers place any orders.

Business-to-business revenue relates to our eDiets Corporate Services subsidiary. eDiets Corporate Services generates three types of business-to-business revenue. Licensing and development revenues are accounted for in accordance with EITF 00-21, *Revenue Arrangements with Multiple Deliverables*. Development revenue relates to the planning, design and development of Web sites for its customers. Both licensing and development revenues are recognized on a straight line basis over the license period once the Web site is launched. Consulting revenue relates to consulting services provided to customers and revenue is recognized when services and/or deliverables are completed and collection is probable.

Ecommerce revenue is currently derived from the sale of motivational audio tapes or compact discs, journals, pedometers, starter kits and other bundled products to consumers. Revenues from the sales of those products are recognized when the product is shipped.

Commission revenue is derived from third party vendors whose products are sold on our Web sites. Commission revenue is recognized when the third party vendor ships the product and collection is probable.

Royalty revenue is derived from the 15-year exclusive technology licensing agreement related to the Company s operations in the United Kingdom and Ireland and is being recognized on a straight-line basis over the term of the agreement, as well as an ongoing royalty agreement on future subscriptions and advertising revenue derived from the ownership transfer of the German, Spanish and Portuguese Web sites.

Table of Contents

GOODWILL AND INTANGIBLE ASSETS:

SFAS 142 describes the reporting unit as an operating segment as that term is used in FASB Statement No. 131, *Disclosures about Segments of an Enterprise and Related Information* (SFAS 131). We operate in a single market consisting of the sale of services, information and products related to nutrition, fitness and motivation. We have three reportable segments: the U.S. business-to-consumer segment, the U.S. business-to-business segment and the European business segment. We evaluate goodwill along these segment lines which represent our reporting units.

We use judgment in assessing goodwill for impairment. Goodwill is reviewed annually for impairment, or sooner if events or changes in circumstances indicate that the carrying amount could exceed fair value. Fair value of the Company s reporting units is based on discounted cash flows using a discount rate determined by our management to be consistent with industry discount rates and the risks inherent in our current business model. No impairment charges have been recorded to date as a result of our annual impairment tests. Due to uncertain market conditions and potential changes in our strategy and product portfolio, it is possible that the forecasts we use to support our goodwill could change in the future, and could result in non-cash charges that would adversely affect our results of operations and financial condition.

At March 31, 2007 we had $13.6 million in goodwill. Approximately $6.8 million of goodwill was recorded as a result of the May 2006 acquisition of Nutrio. Approximately $1.6 million of goodwill was recorded as a result of the July 2004 acquisition of eDiets Europe with the remaining $5.2 million of goodwill related to the U.S. business-to-consumer reporting unit.

ACCOUNTING FOR EMPLOYEE STOCK-BASED COMPENSATION:

Prior to December 31, 2005, we accounted for our stock option plans under the recognition and measurement provisions of APB Opinion No. 25, *Accounting for Stock Issued to Employees*, and related Interpretations, (APB 25) as permitted by FASB Statement No. 123, *Accounting for Stock-Based Compensation* (SFAS 123). No compensation cost was recognized in the Consolidated Statement of Operations prior to December 31, 2005 for stock option grants that had an exercise price equal to or lower than the market value of the underlying common stock on the date of grant.

Effective January 1, 2006, we adopted the fair value recognition provisions of FASB Statement No. 123R, *Share-Based Payment*, and related interpretations (SFAS 123R) using the modified-prospective transition method. Under that method, compensation cost recognized in 2006 includes (a) compensation cost for all share-based payments granted prior to, but not yet vested as of, December 31, 2005 based on the grant date fair value estimated in accordance with the original provisions of SFAS 123 and (b) compensation cost for all share-based payments granted on or subsequent to January 1, 2006, based on the grant-date fair value estimated in accordance with the provisions of SFAS 123R. Compensation is being recognized on a straight-line basis over the requisite service period for the entire award in accordance with the provisions of SFAS 123R. Results for the prior periods have not been restated.

ACCOUNTING FOR INCOME TAXES:

Effective January 1, 2007, we adopted the Financial Accounting Standards Board Interpretation No. 48, *Accounting for Uncertainty in Income* Taxes (FIN 48). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in financial statements and requires the impact of a tax position to be recognized in the financial statements if that position is more likely than not of being sustained by the taxing authority. The adoption of FIN 48 did not have a material effect on our consolidated financial position or results of operations.

As part of the process of preparing our consolidated financial statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate. This process involves us estimating our actual current tax exposure together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within our consolidated balance sheet. We must then assess the likelihood that our deferred tax assets will be recovered from future taxable income and to the extent we believe that recovery is not likely, we must establish a valuation allowance. To the extent we establish a valuation allowance or increase this allowance in a period, we must include an expense within the tax provision in the consolidated statement of operations.

Significant management judgment is required in determining our provision for income taxes, our deferred tax assets and liabilities, and any valuation allowance recorded against our net deferred tax assets. We have recorded a full valuation allowance as of March 31,

Table of Contents

2007, due to uncertainties related to our ability to utilize our deferred tax assets, primarily consisting of certain net operating losses carried forward, before they expire. The valuation allowance is based on our estimates of taxable income and the period over which our deferred tax assets will be recoverable. In the event that actual results differ from these estimates, or we adjust these estimates in future periods, we may need to establish an additional valuation allowance which could materially impact our financial position and results of operations.

RESULTS OF OPERATIONS

The following table sets forth our results of operations expressed as a percentage of total revenue:

	Three Months Ended March 31,	
	2007	**2006**
Revenue	100%	100%
Cost of revenue	20	21
Technology and development	10	4
Sales, marketing and support	61	83
General and administrative	20	18
Amortization of intangible assets	4	*
Other income, net	1	1
Income tax expense	(1)	*
Loss from discontinued operations		(1)
Net loss	(15)%	(26)%

* Less than 1%

COMPARISON OF THE THREE MONTHS ENDED MARCH 31, 2007 TO THE THREE MONTHS ENDED MARCH 31, 2006

Revenue: Total revenue for the three months ended March 31, 2007 was $8.4 million, a decrease of 38% versus the $13.5 million recorded for the three months ended March 31, 2006.

Subscription or membership revenue was $6.1 million (73% of total revenue) in 2007 and $10.6 million (78% of total revenue) in the prior year period. The decrease in subscription or membership revenue was due to a smaller base of paying members during the period compared to a year ago. The paying member base as of March 31, 2007 was approximately 110,000 compared to 210,000 a year ago with the decline due to lower advertising spending in the latter half of 2006 and first quarter of 2007 used to acquire members compared to the year ago period. As a result of a smaller paying base compared to 2006, the Company expects 2007 subscription revenue to decline from previous year levels.

All other revenue sources totaled $2.3 million (27% of total revenue) for the first three months of 2007 and $2.9 million (22% of total revenue) in the comparable prior year period. Other revenues for the first quarter of 2007 include:

- $0.7 million of meal delivery revenue, including shipping revenue (commenced in January 2006)
- $0.5 million of business-to-business revenue (commenced in May 2006 via the Nutrio acquisition)
- $0.7 million of revenue from the sale of advertising on our web sites and in our newsletters

- $0.2 million in royalty revenue

- $0.2 million from all other sources such as commissions and other ecommerce sales

As the Company s revenue streams continue to become more diversified we expect non-subscription or other revenues to continue to become a larger share of total revenue.

At March 31, 2007, deferred revenue totaled $4.1 million as compared to $4.4 million as of March 31, 2006. Deferred revenue includes $2.0 million and $2.3 million related to prepayment of services by subscribers as of March 31, 2007 and 2006, respectively, while $2.1 million as of both March 31, 2007 and 2006, respectively, relate to non-refundable royalties received under our 15 year licensing agreement with Tesco for operations in the United Kingdom and Ireland and under our licensing agreement with eDiets International GmBH for operations in Germany, Spain and Portugal.

Table of Contents

Cost of Revenue: Cost of revenue consists primarily of product costs, revenue sharing and credit card fees. Other costs include Internet access fees, compensation for nutritional and consulting professionals and depreciation. Cost of revenue decreased to $1.7 million or 20% of revenues for the three months ended March 31, 2007 as compared to $2.8 million or 21% of revenues for the prior year. Gross margin as a percent of revenue for 2007 increased to 80% compared to 79% for 2006. In the future we anticipate our gross margin will decline as meal delivery revenue becomes a larger share of total revenue.

Technology and Development: Technology and development expenses consist of payroll and related expenses we incur related to testing, maintaining and modifying our Web sites, telecommunication systems and infrastructure and other internal-use software systems. Technology and development expenses also include depreciation of the computer hardware and capitalized software we use to run our Web site and store our data. These expenses were $0.9 million for 2007 as compared to $0.6 million in 2006 with the increase mainly due to additional personnel and related costs, including Nutrio which was acquired in May 2006.

Sales, Marketing and Support Expense: Sales, marketing and support expenses consist primarily of Internet advertising expenses and compensation for employees in those departments related to promoting the U.S. business-to-consumer segment. These expenses were $5.2 million in 2007 compared to $11.2 million in 2006 with the decrease primarily attributable to less spending for advertising media. In total, advertising media expense was $3.6 million for the first three months of 2007 and $9.4 million for the comparable period in the prior year. The Company expects 2007 quarterly advertising media expense for its U.S. business-to-consumer segment to decline from current levels.

General and Administrative Expenses: General and administrative expenses consist primarily of salaries, overhead and related costs for general corporate functions, including professional fees. General and administrative expenses were $1.7 million in 2007 compared to $2.5 million for 2006. The decrease was mainly due to:

- $0.7 million of non-recurring charges in 2006 related to the severance arrangement with our former Chief Executive Officer,

- $0.3 million in 2006 related to external costs associated with our Sarbanes-Oxley compliance initiatives including consulting fees,

- Partially offset by additional personnel costs due to the Nutrio acquisition and related costs.

Amortization of Intangible Assets: Amortization expense increased to $0.3 million for the three months ended March 31, 2007 from $10,000 in the corresponding period in 2006. The increase in expense was related to amortization for the intangible assets recorded in the May 2006 acquisition of Nutrio.

Other Income, net: Other income, net, mainly includes interest income and interest expense. We recorded other income, net of $0.1 million in each of the quarters ended March 31, 2007 and 2006, respectively.

Income Tax Provision: Income tax provision of $0.1 million for 2007 primarily relates to the operations of eDiets Europe. In the prior year an insignificant provision was required.

Loss from Discontinued Operations: Loss from discontinued operations was $0.1 million for the three month period ended March 31, 2006. The loss from discontinued operations relates to the September 2006 ownership transfer of the German, Spanish and Portuguese Web sites to a third party in exchange for an ongoing royalty on future subscriptions and advertising revenues.

Net Loss: As a result of the factors discussed above, we recorded a net loss of $(1.3) million and $(3.6) million for the three month periods ended March 31, 2007 and 2006, respectively.

Table of Contents

LIQUIDITY AND CAPITAL RESOURCES

Cash Flows from Operating Activities: For the three months ended March 31, 2007, we used $(1.5) million of cash in operating activities. The negative cash flow related to our net loss of $(1.3) million, adjusted for certain non-cash items of $0.7 million offset by an aggregate decrease in cash flows from our operating assets and liabilities of $(0.9) million.

For the three months ended March 31, 2006, we used $(0.2) million of cash in operating activities, including $(0.1) million used in discontinued operations. The remaining negative cash flow related to our net loss from continuing operations of $(3.5) million, adjusted for certain non-cash items of $0.7 million and an aggregate increase in cash flows from our operating assets and liabilities of $2.7 million.

Cash Flows from Investing Activities: For the three months ended March 31, 2007 we used $(1.4) million of cash in investing activities. The cash usage was primarily due to the payment of the 2006 earn out to the Nutrio shareholders for $(1.2) million and purchases of computer equipment, software development costs and leasehold improvements of $(0.2) million.

For the three months ended March 31, 2006 we used $(0.1) million of cash in investing activities related to the purchase of computer equipment and software development costs.

Cash Flows from Financing Activities: Our financing activities provided $14,000 of cash for the three months ended March 31, 2007. The cash provided for the three months ended March 31, 2007 was primarily attributable to $75,000 in proceeds from the exercise of stock options, offset by repayment of capital lease obligations of $(61,000).

For the three months ended March 31, 2006 our financing activities provided for $0.5 million. The cash provided for the three months ended March 31, 2006 was primarily attributable to $0.5 million in proceeds from the exercise of stock options, offset by repayment of capital lease obligations.

Available Cash: At March 31, 2007, we had $3.1 million of unrestricted cash and cash equivalents compared to $6.0 million of unrestricted cash and cash equivalents at December 31, 2006. Management believes that cash on hand and cash flows from operations will be sufficient to fund our working capital and capital expenditures for at least the next twelve months. To the extent we require additional funds to support our operations or the expansion of our business, we may seek to undertake additional equity financing. There can be no assurance that additional financing, if required, will be available to us in amounts or on terms acceptable to us or at all.

Table of Contents

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

Our exposure to interest rate risk relates primarily to our investment portfolio. Investments are made in accordance with our investment policy and consist of high grade commercial paper. We do not use derivative financial instruments to hedge against interest rate risk as all investments are the form of held-to-maturity securities with an original maturity of three months or less. Due to the short-term nature of these financial instruments the interest rate risk is deemed to be low. We estimate that the cost of these financial instruments approximates fair value at March 31, 2007.

Foreign Currency Risk

We are exposed to foreign currency risk associated with certain sales transactions being denominated in Euros and British Sterling Pounds and fluctuations of the Euro as the financial position and operating results of the our foreign subsidiary are translated into U.S. Dollars for consolidation. The Company has not implemented a hedging strategy to reduce foreign currency risk.

ITEM 4. CONTROLS AND PROCEDURES

Our President and Chief Financial Officer (the Certifying Officers) are responsible for establishing and maintaining disclosure controls and procedures which include controls and procedures that are designed to ensure that information required to be disclosed in the reports which we file with or submit to the SEC is recorded, processed, summarized and reported within the time periods specified by the SEC. The Certifying Officers have evaluated these controls and procedures and have concluded (based upon their evaluation of these controls and procedures as of the end of the period covered by this report) that our disclosure controls and procedures are effective to: i) ensure that information required to be disclosed by us in this report is accumulated and communicated to management, including our principal executive officers as appropriate, to allow timely decisions regarding required disclosure; and ii) ensure that information required to be disclosed in the reports which we file or submit with the SEC is recorded, processed, summarized and reported within the time periods specified by the SEC.

The Certifying Officers have indicated that there were no changes in our internal controls which occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, and there were no corrective actions with regard to significant deficiencies and material weaknesses.

Our management, including the Certifying Officers, does not expect that our disclosure controls or our internal controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. In addition, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Because of these inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. Our controls and procedures are designed to provide a reasonable level of assurance of reaching the desired control objectives. The Certifying Officers have evaluated our controls and procedures and has concluded (based upon their evaluation of these controls and procedures as of the end of the period covered by this report) that our disclosure controls and procedures effectively provide a reasonable level of assurance of reaching the desired control objectives.

Table of Contents

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We are involved in various claims and legal actions arising in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on our consolidated financial position, results of operations, or liquidity.

Item 2. None

Item 3. None

Item 4. None

Item 5. None

Item 6. Exhibits

The following exhibits are included herein:

31.1 Rule 13a-14(a)/15d-14(a) Certification of President of the Company

31.2 Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer of the Company

32.1 Section 1350 Certification of President of the Company

32.2 Section 1350 Certification of Chief Financial Officer of the Company

Table of Contents

SIGNATURE

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

eDiets.com, Inc.

/s/ ROBERT T. HAMILTON
Robert T. Hamilton
Chief Financial Officer
(Principal Financial Officer)

DATE: May 10, 2007

Table of Contents

Exhibit Index

Exhibit No.	**Description**
31.1	Rule 13a-14(a)/15d-14(a) Certification of President of the Company
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer of the Company
32.1	Section 1350 Certification of President of the Company
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