

EDIETS COM INC  
Form PREM14A  
December 26, 2012

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

**SCHEDULE 14A Information**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by Registrant       **ü**

Filed by Party other than Registrant     

Check the appropriate box:

Preliminary Proxy Statement

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14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Materials Pursuant to §240.14a-12

**EDIETS.COM, INC.**

*(Name of Registrant as Specified In Its Charter)*

*(Name of Person(s) Filing Proxy Statement, if other than the Registrant)*

Payment of Filing Fee (Check the appropriate box):

ü No fee required.

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- (4) Proposed maximum aggregate value of transaction:
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- (1) Amount previously paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

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**SUBJECT TO COMPLETION, DATED DECEMBER 26, 2012**

To the Stockholders of eDiets.com, Inc. ( eDiets or eDiets.com ):

On October 31, 2012, As Seen On TV, Inc. ( As Seen On TV or ASTV ) and eDiets entered into a Merger Agreement by and among As Seen On TV, eDiets and eDiets Acquisition Company, a wholly owned subsidiary of As Seen On TV (the Merger Agreement ). In the proposed merger, eDiets Acquisition Company will be merged with and into eDiets, so that eDiets will become a wholly owned subsidiary of As Seen On TV and all stockholders of eDiets (except those who properly exercise dissenters rights under Delaware law) will become stockholders of As Seen On TV. If the merger is completed:

As Seen On TV stockholders will continue to own their existing shares of As Seen On TV common stock, \$.0001 par value per share;

all of the outstanding shares of eDiets common stock, par value \$0.001 per share, outstanding as of the effective time of the merger (the Effective Time ) will be exchanged for a total of 19,077,252 shares of As Seen On TV common stock. Based on the 15,060,514 shares of eDiets common stock that the companies expect to be outstanding at the Effective Time, each eDiets stockholder would receive 1.2667 shares of As Seen On TV common stock at the Effective Time. However, the number of shares of As Seen On TV common stock issuable in the merger is fixed. Consequently, to the extent that the number of shares of eDiets common stock outstanding at the Effective Time is greater than anticipated, then the exchange ratio would be proportionally less;

all of the 2,577,464 eDiets employee stock options and 719,058 eDiets common stock purchase warrants expected to be outstanding at the Effective Time will represent the right to receive a total of approximately 4,175,726 shares of As Seen On TV common stock based on the exchange ratio of 1.2667;

all of the options (288,866 options as of September 30, 2012) held by the members of eDiets board who are resigning at the Effective Time (all the directors other than Mr. Richardson) will immediately vest and the term for exercise will be extended from 90 days post-resignation until the original term of the option;

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Kevin Harrington, Steve Rogai, Randolph Pohlman and Greg Adams will remain members of the As Seen On TV board of directors. As Seen On TV shall also be entitled to appoint an additional nominee, reasonably acceptable to eDiets;

Kevin Richardson II, the current Chairman of eDiets, and a nominee of Mr. Richardson will join the As Seen On TV board of directors effective at the closing of the merger; and

Kevin Richardson and Lee Isgur, a current director of eDiets, shall (1) convert outstanding eDiets promissory notes in the aggregate principal amount of \$600,000 into an aggregate of 857,143 shares of As Seen On TV common stock and warrants to purchase an aggregate of 428,571 shares of As Seen On TV common stock exercisable at \$0.80 per share; and (2) extend the maturity dates on remaining aggregate principal amounts held by Mr. Richardson and Mr. Isgur together with accrued interest from December 31, 2012 to June 30, 2013.

If the Merger Agreement is approved, eDiets will survive the merger as a wholly owned subsidiary of As Seen On TV and will still be named eDiets after the merger and all eDiets stockholders (except those who properly exercise dissenters' rights under Delaware law) will become stockholders of As Seen On TV.

As Seen On TV's common stock is quoted on the OTC Markets under the symbol ASTV. On [ ], 20[12], the closing, high and low price for As Seen On TV common stock reported was \$[ ] per share, \$[ ] and \$[ ], respectively. On [ ], 20[12], As Seen On TV had [ ] shares of common stock outstanding.

eDiets' common stock is quoted on the OTC Bulletin Board under the symbol DIET. On [ ], 20[12], the closing, high and low price for eDiets common stock reported was \$[ ] per share, \$[ ] and \$[ ], respectively. On [ ], 20[12] eDiets had [ ] shares of common stock outstanding.

**After careful consideration, the eDiets board of directors has determined that the merger is in the best interests of its stockholders, and recommends voting FOR approval and adoption of the Merger Agreement and related transactions.**

This document provides you with detailed information about the proposed merger. We encourage you to read this entire document carefully. **In particular, please see the section entitled Risk Factors starting on page [ ] of this document for a discussion of risks associated with the merger.** The merger cannot be completed unless eDiets stockholders approve the Merger Agreement and eDiets has scheduled a special meeting for its stockholders to vote on the Merger Agreement. The date, time and place of the meeting are as follows:

[ ], 20[13] at 10:00 a.m.

at the offices of eDiets

555 SW 12th Avenue

Suite 210

Pompano Beach, FL 33069

Whether or not you plan to attend a special meeting, please take the time to vote by completing and mailing the enclosed proxy card in the enclosed envelope to us. **YOUR VOTE IS VERY IMPORTANT.**

If eDiets' stockholders approve the Merger Agreement, the parties anticipate scheduling a closing of the merger as soon as practicable following the stockholders' meeting.

*Kevin A. Richardson II*

*Chairman*

*eDiets*

**NEITHER THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE AS SEEN ON TV COMMON STOCK TO BE ISSUED IN THE MERGER OR DETERMINED IF THIS PROXY STATEMENT/PROSPECTUS IS ACCURATE OR ADEQUATE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

This proxy statement/prospectus is dated and was first mailed to stockholders on or about December [ ], 2012.



**EDIETS.COM, INC.  
555 SW 12TH AVENUE  
SUITE 210  
POMPANO BEACH, FL 33069**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS  
TO BE HELD ON [     ], 2013**

To the Stockholders of eDiets:

A special meeting of the common stockholders of eDiets.com, Inc., a Delaware corporation, will be held starting at 10:00 a.m., local time, on [     ], 2013 at eDiets corporate offices for the following purposes:

1. To consider and vote upon a proposal to approve and adopt the Merger Agreement, dated as of October 31, 2012, by and among As Seen On TV, Inc., a Florida corporation, eDiets Acquisition Company, a Delaware corporation and a wholly owned subsidiary of As Seen On TV, and eDiets.com, Inc., a Delaware corporation, that will result in eDiets becoming a wholly owned subsidiary of As Seen On TV and all the stockholders of eDiets (except those who properly exercise dissenters' rights under Delaware law) becoming stockholders of As Seen On TV.

Holders of record of eDiets common stock at the close of business on [     ], 20[12], the record date for the eDiets special meeting, are entitled to notice of and to vote as a single class on the merger proposal at the meeting or at any adjournment or postponement thereof. eDiets will hold a meeting of its stockholders to consider and vote on the merger proposal. Completion of the merger requires approval of eDiets' common stockholders. The eDiets board of directors has determined that the terms of the Merger Agreement and the transactions contemplated by it are advisable and in the best interests of eDiets and its stockholders. The members of the eDiets board of directors recommend that stockholders vote at the special meeting to approve the Merger Agreement and the transactions contemplated by it.

All stockholders are urged either to attend the special meeting or to be represented by proxy. If a majority of the stockholders present or represented by proxy vote for adjournment or postponement, it is eDiets' intention to adjourn the special meeting until a later date and to vote proxies received at the adjourned or postponed meeting.

Stockholders of record can vote their shares by completing and returning the accompanying proxy card in the enclosed business reply envelope.

If you later find that you can be present at the special meeting or for any other reason desire to revoke your proxy, you may do so at any time before the vote is taken.

Please do not send any eDiets stock certificates at this time. If the merger is completed, forms to be used to exchange your eDiets stock certificates for As Seen On TV stock certificates will be mailed to you.

**YOUR VOTE IS VERY IMPORTANT. TO ENSURE YOUR REPRESENTATION AT THE EDIETS SPECIAL MEETING, YOU ARE URGED TO COMPLETE, SIGN AND RETURN THE ENCLOSED PROXY CARD AS PROMPTLY AS POSSIBLE IN THE ENCLOSED POSTAGE-PREPAID ENVELOPE.**

By Order of the Board of  
Directors,

*Kevin A. Richardson, II, Chairman*

Pompano Beach, Florida  
[ ], 2012

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### FORWARD-LOOKING STATEMENTS

This proxy statement/prospectus contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act ), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act ). Forward-looking statements often, although not always, include words or phrases like will likely result, expect, will continue, anticipate, estimate, intend, plan, project, outlook, or similar. These forward-looking statements are based on the current expectations of eDiets and As Seen On TV and assumptions about future events. These forward-looking statements are subject to various risks and uncertainties that could cause actual results to differ materially from those statements. These risks and uncertainties include, but are not limited to, those set forth under Risk Factors in this proxy statement/prospectus. The forward-looking statements contained in this proxy statement/prospectus include statements about the following:

- .  
the ability to integrate As Seen On TV s and eDiets businesses and operations;
- .  
the anticipated growth and growth strategies of As Seen On TV and eDiets;
- .  
the combined company s ability to successfully manage relationships with customers and other important relationships;
- .  
the willingness of customers to continue using the services and products of the combined company;
- .  
the combined company s success in integrating the management teams and employees of As Seen On TV and eDiets;
- .  
the challenges encountered in managing larger operations;
- .  
the ability to retain key employees;
- .  
management s ability to focus on other ongoing business concerns given the additional work as a result of the merger;
- .  
the compatibility of technologies and systems; and

the compatibility of business cultures.

For additional information that could cause actual results to differ materially from those described in the forward-looking statements, please see **Risk Factors** commencing on page [ ] and **As Seen On TV** s and eDiets quarterly reports on Form 10-Q and annual reports on Form 10-K and other Exchange Act filings that are made by each with the Securities and Exchange Commission.

In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this proxy statement/prospectus might not occur.

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## APPENDIX

- A. Merger Agreement, dated as of October 31, 2012, by and among As Seen On TV, Inc., a Florida corporation, eDiets Acquisition Company, a Delaware corporation and a wholly owned subsidiary of As Seen On TV, and eDiets.com, Inc., a Delaware corporation (without exhibits and schedules)
- B. Opinion of Cassel Salpeter & Co., LLC
- C. Section 262 of the Delaware General Corporation Law





## QUESTIONS AND ANSWERS ABOUT THE PROPOSED MERGER

***Q1. Why are As Seen On TV and eDiets proposing the merger? (See pages [ ] [ ])***

- A1. The boards of directors of As Seen On TV and eDiets identified several reasons for the merger, including the anticipated synergies from the merger resulting from a larger entity with greater critical mass, lower expenses, a stronger capital structure, the opportunity to expand the volume of business and the potential to expand into areas of activity that would provide additional revenues on a recurring basis as well as the opportunity to retain and attract qualified personnel.

The eDiets board took into consideration, among other things, the company's weak financial position and its current expectation that it would continue to need additional resources to fund operations, the need for at least \$2.0 million in funds to continue operations through the upcoming diet season, the eDiets board's assessment that no alternatives were reasonably likely to present more favorable opportunities for eDiets to create greater value for its stockholders, taking into account the financial condition of eDiets, as well as its belief that the combination of the businesses of eDiets and As Seen On TV offered the best alternative for continuing the business and that the combined entity might be in a better position to become cash flow positive as it would have greater infomercial expertise and access to celebrity spokespersons who could become eDiets spokespersons and potentially increase revenue.

In the opinion of the respective boards of As Seen On TV and eDiets, the proposed merger represents a next step forward in the business, financial, and compliance improvement of eDiets and As Seen On TV. By combining, As Seen On TV and eDiets can more effectively and efficiently manage the process of improving operations and performance. Management of both companies believes the merger will result in significant human and capital savings and will eliminate duplicative costs associated with complying with their responsibilities as public companies.

As Seen On TV and eDiets are both publicly traded companies, and their common stock is quoted on the OTC Markets and the OTC Bulletin Board respectively. The rapidly changing regulatory and compliance environment for public companies was a determinant factor in the proposed merger. The Sarbanes-Oxley Act of 2002 (Sarbanes-Oxley) and the Securities and Exchange Commission (the SEC) regulations governing public companies have increased the costs of compliance for public companies. As a result of Sarbanes-Oxley and these regulations, public companies must now expend significant human, informational and capital resources to comply with applicable laws and regulations. Internal and external legal and audit costs, as well as director and other fees, have become quite burdensome on small public companies attempting to achieve growth and profitability. In addition, micro-cap companies, such as As Seen On TV and eDiets, continue to experience difficulties in attracting interest from the investor community, limiting access to the capital markets. These increased costs, and the limited investment community interest, affect stockholder return.

***Q2. What will eDiets common stockholders receive for their eDiets shares? (See page [ ])***

- A2. All of the outstanding shares of eDiets common stock, par value \$0.001 per share, outstanding at the Effective Time will be exchanged for a total of 19,077,252 shares of As Seen On TV common stock. Based on the 15,060,514 shares of eDiets common stock that the companies expect to be outstanding at the Effective Time, each eDiets stockholder would receive 1.2667 (based on the 15,060,514 shares of eDiets common stock expected to be outstanding at the Effective Time) shares of As Seen On TV common stock at the Effective Time for each share of eDiets common stock owned by that stockholder. However, the number of shares of As Seen

On TV common stock issuable in the merger is fixed. Consequently, to the extent that the number of shares of eDiets common stock outstanding at the Effective Time of the merger is greater than anticipated, then the exchange ratio would be proportionally less.

***Q3. What will the holders of eDiets warrants and options receive in the merger? (See page [ ])***

A3. If the merger is completed, each eDiets warrant and option that remains outstanding and unexercised following the effective time of the merger will be exercisable for As Seen On TV common stock. The terms and conditions of the warrants and options will remain the same, except that the number of shares covered by the option or warrant, and the exercise price will be adjusted to reflect the exchange ratio. Assuming the number of shares of eDiets common stock outstanding remains the same, the number of shares of common stock for which such warrant or option will be exercisable after the merger will be equal to 1.2667 (based on the 15,060,514 shares of eDiets common stock expected to be outstanding at the Effective Time) times the number of shares of eDiets common stock that were purchasable immediately prior to the merger. The exercise price per share after the merger will be equal to the exercise price prior to the effective time of the merger, divided by the exchange ratio.

***Q4. Will As Seen On TV stockholders receive any shares as a result of the merger?***

A4. No. As Seen On TV stockholders will continue to hold the same As Seen On TV shares they currently own.

***Q5. What will the name of each company be after the merger?***

A5. The name of As Seen On TV and eDiets will remain unchanged after the merger, with eDiets becoming a wholly owned subsidiary of As Seen On TV.

***Q6. What risks should I consider? (See pages [ ] [ ])***

A6. You should review Risk Factors starting on page [ ]. You should also review the factors considered by eDiets board of directors ( eDiets board ) in making their recommendations to stockholders. See Recommendation of the eDiets Board of Directors starting on page [ ].

***Q7. What Stockholder approvals are needed? (See pages [ ] [ ])***

A7. The affirmative vote of a majority of the shares of eDiets common stock outstanding on the record date is required to approve the merger. As of the close of business on the eDiets record date for the special meeting, eDiets directors, officers and their respective affiliates, beneficially owned and were entitled to vote approximately [ ] shares of eDiets common stock in the aggregate or approximately [ ]% of the voting power of eDiets shares entitled to vote at the special meeting.

No vote of the holders of the outstanding shares of As Seen On TV s common stock is required to approve the merger.

***Q8. Will the eDiets stockholders be able to trade the As Seen On TV common stock that they receive in the merger?***

A8. Yes. As Seen On TV s common stock is quoted on the OTC Markets under the symbol ASTV. The As Seen On TV common stock that the eDiets stockholders receive will be freely tradable unless such holder is an affiliate of As Seen On TV.

***Q9. Will the eDiets stockholders recognize gain or loss for tax purposes? (See page [ ])***

A9. The merger has been structured as a reorganization for United States federal income tax purposes. In general, eDiets stockholders will not recognize gain or loss for United States federal income tax purposes by exchanging their eDiets shares for any As Seen On TV shares in the merger. eDiets stockholders, who are not U.S. residents or taxpayers, may be subject to certain special rules, and this summary may not apply to all eDiets stockholders. No ruling from the Internal Revenue Service has been or will be sought. The eDiets stockholders are urged to carefully review the detailed summary of the material United States federal income tax consequences of the merger set forth in this proxy statement/prospectus and to consult with and rely solely upon your own tax advisor to determine your particular tax consequences resulting from the merger.

***Q10 Am I entitled to dissenters or appraisal rights? (See pages [ ] [ ])***

A10. Yes. Under Delaware law, eDiets stockholders have the right to dissent from the merger and to receive payment in cash for the fair value of their shares of eDiets common stock, as determined by the Delaware Chancery Court. In order to perfect appraisal rights, eDiets stockholders must give written demand for appraisal of their shares before the taking of the vote on the merger at the special meeting and must not vote in favor of adoption of the Merger Agreement. Merely voting against adoption of the Merger Agreement will not protect your rights to appraisal. In order to protect your appraisal rights, you must adhere to all of the requirements set forth under Delaware law. A copy of the applicable Delaware statutory provision is included as Appendix C to this proxy statement/prospectus.

***Q11. Does the board of directors of eDiets recommend voting in favor of the eDiets merger? (See page [ ])***

A11. Yes. After careful consideration, eDiets board of directors recommends that its stockholders vote in favor of the proposed Merger Agreement.

***Q12. When do you expect the transaction to be completed?***

A12. eDiets and As Seen On TV are working toward completing the merger as quickly as possible. The parties anticipate holding a closing and completing the transaction as soon as practicable following approval of the Merger Agreement at the eDiets stockholders meeting.

**Q13. When and where is the special meeting? (See pages [ ] [ ])**

A13. The eDiets special meeting will take place on [ ], 2013 at 10:00 a.m., local time, at 555 SW 12<sup>th</sup> Avenue, Suite 210, Pompano Beach, Florida 33069.

**Q14. What if I do not vote? (See pages [ ] [ ]; [ ] [ ])**

A14. If you fail to respond, your shares will not count toward the quorum necessary to conduct the vote at the meeting, and will effectively be a vote against the merger. The failure to vote does not, in itself, protect your dissenters' rights under Delaware law. If you sign, date and mail your proxy card without identifying how you want to vote with respect to the merger, your proxy will be voted FOR approval of the merger. If you sign, date and mail your proxy card and indicate that you intend to withhold your vote on a proposal, it will have the same effect as a vote AGAINST the merger. You may also vote by appearing at the special meeting and voting in person.

**Q15. If my shares are held in street name by my broker, will my broker automatically vote my shares for me?**

A15. Generally, no. You should instruct your bank, broker or other nominee how to vote your shares. Brokers who hold shares for the accounts of their clients may vote such shares either as directed by their clients or in their own discretion if permitted by the stock exchange or other organization of which they are members. For members of the New York Stock Exchange, certain proposals other than the election of directors are non-discretionary. This means that brokers who have received no instructions from their clients do not have discretion to vote on those items. If your broker does not receive voting instructions from you, your shares will not be voted on the adoption of the Merger Agreement. Please check the voting information form used by your broker to see if it offers telephone or Internet voting.

**Q16. What if I fail to instruct my broker?**

A16. Generally, the broker holding your shares in street name may vote the shares only if you provide the broker with appropriate instructions. If you fail to instruct your broker to vote your shares and the broker submits an unvoted proxy, the resulting broker non-vote will be counted for the purpose of determining the existence of a quorum at the special meeting, but will not be voted on the proposal at the special meeting. A broker non-vote will not be considered a vote cast at the eDiets special meeting. A broker non-vote will have the same effect as a vote AGAINST the proposal at the eDiets special meeting.

**Q17. Can I change my vote after I have delivered my proxy? (See pages [ ] [ ]; [ ])**

A17. Yes. You can change your vote at any time before your proxy is voted at the special meeting. You can do this in one of three ways:

First, you can revoke your proxy.

Second, you can submit a new proxy bearing a later date.

If you choose either of these two methods, you must submit your notice of revocation or your new proxy to the secretary of eDiets, before the special meeting. If your shares are held in an account at a brokerage firm or bank, you should contact your brokerage firm or bank to change your vote.

Third, if you are a holder of record, you can attend the special meeting and vote in person. Simply attending the special meeting, however, will not revoke your proxy. Please note that if your shares are held in street name by a broker, bank or other nominee, and you wish to vote in person at the special meeting, you must bring to the meeting a letter from the broker, bank or other nominee confirming your beneficial ownership of the shares to be voted.

***Q18. How can I exchange my shares of eDiets? (See pages [ ] [ ])***

A18. Pacific Stock Transfer Trust Company, Inc. will act as exchange agent and will forward detailed instructions to you regarding the surrender of your share certificates, together with a letter of transmittal, promptly after the merger is completed. You should not submit your certificates to Pacific Stock Transfer until you have received these materials.

***Q19. Should eDiets stockholders send in their stock certificates now?***

A19. No. After we complete the merger, As Seen On TV or its exchange agent, Pacific Stock Transfer, will send eDiets stockholders written instructions to exchange their eDiets common stock for As Seen On TV common stock.

***Q20. What do I need to do now? (See pages [ ] [ ];[ ])***

A20. After carefully reading and considering the information contained in this proxy statement/ prospectus, please respond by completing, signing and dating your proxy card or voting instructions and returning it in the enclosed postage paid envelope. In order to assure that we obtain your vote, please deliver your proxy as instructed even if you plan to attend the meeting in person.

***Q21. Who can help answer my questions?***

A21. If you are a stockholder of eDiets and have any questions about the merger or how to submit your proxy, or if you need additional copies of the proxy statement/prospectus or the enclosed proxy card or voting instructions, you should contact:

**PLEASE REQUEST DOCUMENTS FROM AS SEEN ON TV OR EDIETS NOT LATER THAN [ ] 20[13]. UPON REQUEST, AS SEEN ON TV OR EDIETS WILL MAIL ANY DOCUMENTS TO YOU BY FIRST CLASS MAIL BY THE NEXT BUSINESS DAY.**

See the section entitled "Where You Can Find More Information" on page [ ] of this proxy statement/prospectus for more information about the documents referred to in this proxy statement/prospectus.

You should rely only on the information contained in this proxy statement/prospectus in deciding how to vote on the proposal described in this proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in this proxy statement/prospectus. This proxy statement/prospectus is dated [ ], 20[12]. You should not assume that the information contained in this proxy statement/prospectus is accurate as of any date other than that date.

This proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Information contained in this proxy statement/prospectus regarding As Seen On TV and its wholly owned subsidiary to be created in connection with the merger has been provided by As Seen On TV and information contained in this proxy statement/prospectus regarding eDiets has been provided by eDiets.

The eDiets proxy accompanying this proxy statement/prospectus is solicited on behalf of eDiets' board of directors. As Seen On TV will bear the costs of preparing and mailing this proxy statement/prospectus, and eDiets will bear the other costs of the solicitation of proxies from its stockholders. Following the mailing of this proxy statement/prospectus, the directors, officers, employees and agents of eDiets may solicit proxies in person, by mail, or by telephone, facsimile or other electronic methods without additional compensation other than reimbursement for their actual expenses.





## SUMMARY

This summary highlights selected information contained elsewhere in this proxy statement/ prospectus. It may not contain all of the information that may be important to you. Before voting, you should carefully read the entire proxy statement/prospectus, the appendices and other documents to which this proxy statement/prospectus refers in their entirety to fully understand the Merger Agreement and the transactions contemplated by the Merger Agreement.

### **The Companies**

#### ***As Seen On TV, Inc.***

As Seen On TV, a Florida corporation, is a direct response marketing company. It identifies and advises in development and marketing of consumer products. As Seen On TV employs three primary channels: direct response television (Infomercials), television shopping networks and retail outlets which may include brick and mortar, internet, catalog and print media. As Seen On TV holds a wholly owned interest in TV Goods, Inc., a Florida corporation ( TVG ) and Tru Hair, Inc., a Florida corporation. Primarily all of its operations are conducted through TVG which was formed in October 2009. As Seen On TV generates revenues primarily from three channels: direct response sales of consumer products, sale of consumer products through a live-shop TV venue and ownership and operation of the URL AsSeenOnTV.com which operates as a web based outlet for the company and other direct response businesses. In addition, As Seen On TV generates limited revenue through the production of infomercials for third parties and direct response related speaking engagements.

Inventors and entrepreneurs submit products or business concepts for As Seen On TV's review. Once As Seen On TV identifies a suitable product/concept it negotiates to obtain global marketing and distribution rights. These marketing and distribution agreements stipulate profit sharing, typically a royalty to the inventor or product owner. As of the date of this prospectus, As Seen On TV has marketed several products with limited success. As Seen On TV has sustained substantial operational losses since its inception, and such operational losses have continued through September 30, 2012. As Seen On TV has financed its operations primarily through the issuance of shares of its common stock and the issuance of convertible notes. At September 30, 2012, it had an accumulated deficit of approximately \$15,084,000. As Seen On TV cannot predict how long it will continue to incur further losses or whether it will ever become profitable which is dependent upon the frequency and success of new and existing products.

#### ***eDiets.com, Inc.***

eDiets.com, Inc. was incorporated in the State of Delaware on March 18, 1996 for the purpose of developing and marketing Internet-based diet and fitness programs. eDiets markets its products both to consumers and to businesses primarily in North America. It leverages the power of technology to bring weight loss solutions to both consumers and businesses. eDiets generates revenue primarily in two ways. (1) a nationwide weight-loss oriented meal delivery service and (2) sales of digital weight-loss programs. eDiets offers a subscription-based nationwide weight-loss oriented meal delivery service. The company has been offering digital subscription-based plans in the United States since 1998, when it launched its first diet plan. Digital diet plans are personalized according to an individual's weight goals, food and cooking preferences and include the related shopping lists and recipes. eDiets offers a variety of different digital diet plans, some of which it has developed and some of which it has licensed from third parties under exclusive arrangements.

Subscribers to its meal delivery and digital diet plans are acquired through its own advertising or through co-marketing arrangements with third parties. In addition to a meal delivery product or a digital diet plan, subscribers receive access to support offerings including interactive online information, communities and education as well as telephone and online support. eDiets offers message boards on various topics of interest to its subscribers, online meetings presented by a dietitian and the resources of approximately 40 customer service representatives.

Meal delivery subscribers generally purchase a full week or five days of prepared breakfasts, lunches, and dinners, supplemented by snacks that are generally shipped to arrive within two or three days.

Digital subscription programs ranging from four weeks to 52 weeks are billed in advance in varying increments of time. Substantially all of digital subscribers purchase programs via credit/debit cards, with renewals billed automatically, until cancellation.

For the year ended December 31, 2011, eDiets had a net loss of \$4.4 million and used \$3.5 million of cash in operations. For the nine-months ended September 30, 2012, eDiets had a net loss from continuing operations of \$2.9 million and used \$1.1 million of cash in operations. As of December 31, 2011 and September 30, 2012 eDiets had unrestricted cash of \$0.6 million and \$0.2 million, respectively. Due to uncertainty about its ability to meet current operating expenses and capital expenditures, in their report on eDiets annual financial statements for the year ended December 31, 2011, its independent registered public accounting firm included an explanatory paragraph in their opinion regarding eDiets' ability to continue as a going concern.

### **The Merger (See pages [ ] [ ])**

As Seen On TV and eDiets have entered into a Merger Agreement that provides for the merger of eDiets and a wholly owned subsidiary of As Seen On TV. As a result of the merger, eDiets will become a wholly owned subsidiary of As Seen On TV and eDiets common stockholders will receive a total of approximately 19,077,252 shares of As Seen On TV common stock in exchange for the shares of eDiets common stock they own. At December 14, 2012, As Seen On TV had outstanding 44,882,650 shares of common stock. The eDiets stockholders will thereafter have no stockholder rights in eDiets after the merger.

### **What you will Receive in the Merger (See page [ ])**

All of the outstanding shares of eDiets common stock outstanding at the Effective Time will be exchanged for a total of 19,077,252 shares of As Seen On TV common stock. Based on the 15,060,514 shares of eDiets common stock that the company expects to be outstanding at the Effective Time, each eDiets stockholder would receive 1.2667 (based on the 15,060,514 shares of eDiets common stock expected to be outstanding at the Effective Time) shares of As Seen On TV common stock at the Effective Time. However, the number of shares of As Seen On TV common stock issuable in the merger is fixed. Consequently, to the extent that the number of shares of eDiets common stock outstanding at the Effective Time of the merger is greater than anticipated, then the exchange ratio would be proportionally less.

### **Treatment of Stock Options and Warrants (See page [ ])**

When the merger is completed, each eDiets warrant and option that remains outstanding and unexercised following the effective time of the merger, will be deemed amended and be exercisable for As Seen On TV common stock. The terms and conditions will remain the same, except that (i) the option to acquire As Seen On TV common stock will equal the number (rounded to the nearest whole number) of shares of As Seen On TV common stock determined by multiplying (x) the number of eDiets shares subject to such eDiets stock option immediately prior to the Effective Time by (y) the exchange ratio, at a price per share of As Seen On TV common stock (rounded up to the nearest whole cent) equal to (a) the exercise price per eDiets share otherwise purchasable pursuant to such eDiets stock option divided by (b) the exchange ratio; and (ii) the warrant will be exercisable for that number of whole shares of As Seen On TV common stock as is equal to the product of the number of eDiets shares that were purchasable under the eDiets warrant immediately prior to the Effective Time, multiplied by the exchange ratio, rounded down to the nearest whole number of shares of As Seen On TV common stock and the per share exercise price for As Seen On TV common stock issuable upon exercise of such eDiets warrant will be the quotient obtained by dividing the aggregate exercise price of such eDiets warrant immediately prior to the Effective Time by the exchange ratio, rounded to the nearest

whole cent.

**Recommendation of the eDiets Board of Directors (See pages [ ] to [ ])**

The eDiets board of directors believes that the merger is fair to stockholders and in the stockholders' best interests, and voted to approve the Merger Agreement, and recommend that all stockholders vote FOR the adoption of the Merger Agreement.

eDiets' board of directors considered a number of factors in determining to approve and adopt the Merger Agreement and the merger. These considerations are described in the section entitled Proposal I The Merger eDiets' Reasons for the Merger and Recommendations of eDiets' Board of Directors starting on page [ ].

**Opinion of eDiets Financial Advisor (See pages [ ] to [ ])**

Cassel Salpeter & Co., LLC, or Cassel Salpeter, an investment banking firm, rendered its oral opinion to the eDiets board on October 31, 2012 (which was subsequently confirmed in writing by delivery of Cassel Salpeter's written opinion dated the same date) as to the fairness to holders of eDiets Common Stock, from a financial point of view, of the Exchange Ratio provided for in the Merger pursuant to the Merger Agreement. The opinion was provided for the use and benefit of the eDiets board in connection with its consideration of the Merger and only addressed the fairness to holders of eDiets Common Stock, from a financial point of view, of the Exchange Ratio provided for in the Merger pursuant to the Merger Agreement, as of the date of the opinion, and did not address any other aspect or implication of the Merger. The summary of this opinion in this proxy statement/prospectus is qualified in its entirety by reference to the full text of the written opinion, which is included as Appendix B to this proxy statement/prospectus and sets forth the procedures followed, assumptions made, qualifications and limitations on the review undertaken and other matters considered by Cassel Salpeter in preparing its opinion. However, neither Cassel Salpeter's written opinion nor the summary of its opinion and the related analyses set forth in this proxy statement/prospectus are intended to be, and do not constitute, advice or a recommendation to any stockholder as to how such stockholder should act or vote with respect to any matter relating to the proposed Merger.

**Interests of Directors and Executive Officers in the Merger (See page [ ])**

Some of the directors and executive officers of As Seen On TV and eDiets have interests in the merger that are different from, or are in addition to, the interests of their company's stockholders. These interests include the following:

.

as of [ ], 20[12], directors and executive officers of eDiets and their affiliates beneficially owned approximately [ ]% of the outstanding shares of eDiets common stock, but excluding stock options, warrants and a convertible note;

.

as of December 14, 2012, directors and executive officers of As Seen On TV and their affiliates beneficially owned approximately 12% of the outstanding shares of As Seen On TV's common stock;

.

upon closing of the merger, As Seen On TV shall issue new options and warrants in exchange for all outstanding options and warrants held by eDiets officers, directors and employees;

.

at the Effective Time, all of the options (288,866 options as of September 30, 2012) held by the members of eDiets board who are resigning at the Effective Time (all the directors other than Mr. Richardson) will immediately vest and the term for exercise will be extended from 90 days post-resignation until the original term of the option;

.

at the Effective Time, Ms. Hartnett, eDiets' current chief executive officer, is expected to enter into an employment agreement with As Seen On TV relating to her continued employment at eDiets; and

Kevin Richardson and Lee Isgur, a current director of eDiets, shall (1) convert outstanding eDiets promissory notes in the aggregate principal amount of \$600,000 into an aggregate of 857,143 shares of As Seen On TV common stock and warrants to purchase an aggregate of 428,571 shares of As Seen On TV common stock exercisable at \$0.80 per share; and (2) extend the maturity dates on the remaining \$200,000 aggregate principal amount together with accrued interest from December 31, 2012 to June 30, 2013.

The As Seen On TV board of directors and the eDiets board of directors were aware of and discussed these potentially conflicting interests when they approved the merger.

**Dissenters' Rights (See pages [ ] [ ])**

Under Delaware law, eDiets stockholders have the right to dissent from the merger and to receive payment in cash for the fair value of their shares of eDiets common stock, as determined by the Delaware Chancery Court. This right of appraisal is subject to a number of restrictions and technical requirements. Generally, in order to exercise appraisal rights, an eDiets stockholder must: (1) send to eDiets a written demand for appraisal in compliance with Delaware law before the vote on the merger; and (2) not vote in favor of the merger.

Merely voting against the merger will not protect an eDiets stockholder's rights to appraisal. In order to protect such rights, the stockholder must adhere to all of the requirements set forth under Delaware law. The requirements under Delaware law for exercising appraisal rights are described in further detail in the section entitled "eDiets Dissenters' Rights" starting on page [ ]. The relevant section of Delaware law regarding appraisal rights is reproduced and included as Appendix C to this proxy statement/prospectus. If you are an eDiets stockholder and you vote on the merger, you will waive your rights to seek appraisal of your shares of eDiets common stock under Delaware law.

**The Stockholders Meeting (See pages [ ] [ ]; [ ] [ ])**

The eDiets special meeting will be held on [ ], 2013 at 10:00 a.m., local time, at 555 SW 1<sup>st</sup> Avenue, Suite 210, Pompano Beach, Florida 33069.

If you are a beneficial owner of eDiets common stock at the close of business on [ ], 20[12], which eDiets board of directors has established as the record date, you are entitled to vote at the special meeting. Common stockholders are entitled to one vote for each share held of record on each matter submitted to a vote of stockholders. The holders of a majority of the outstanding common shares entitled to vote at the special meeting must be present in person or represented by proxy in order for eDiets to transact business.

The affirmative vote of the holders of a majority of the outstanding shares of eDiets common stock is required to adopt the Merger Agreement.

**Board of Directors and Management Following the Merger (See pages [ ] [ ])**

Immediately following the Effective Time, As Seen On TV's board of directors will consist of seven persons and shall consist of Kevin Harrington (Chairman of the Board), Steve Rogai, Randolph Pohlman, Greg Adams, Kevin Richardson, one designee of Mr. Richardson and one designee of As Seen On TV, reasonably acceptable to eDiets. Messrs. Pohlman, and Adams shall be independent directors.

**Tax Considerations (See pages [ ] [ ])**

We anticipate that the merger will be a tax-free reorganization for U.S. federal income tax purposes, and that eDiets stockholders will recognize no gain or loss upon conversion of their eDiets common stock into shares of As Seen On TV common stock, except with respect to cash received, if any, in lieu of fractional shares. eDiets stockholders may, however, recognize income, gain or loss in connection with the exercise of dissenters' rights. eDiets stockholders should consult with their own tax advisers concerning the federal income tax consequences of the merger, as well as the applicable state, local, foreign or other tax consequences, based upon your individual circumstances.

**Accounting Treatment (See page)[ ]**

As Seen On TV has 44,882,650 shares outstanding as of December 20, 2012 and will be the acquirer for accounting purposes. As Seen On TV intends to account for the merger as an acquisition using the acquisition method of accounting under generally accepted accounting principles. eDiets' operating results will be included with As Seen On TV's beginning at the closing of the Effective Time.

**Effective Time of the Merger; Exchange of Shares (See page[ ])**

The merger will become effective when a certificate of merger is filed with the Secretary of State of Delaware. We expect to file the certificate as soon as practicable after the special meeting, subject to approval by eDiets' stockholders at the special meeting, and satisfaction or waiver of the terms and conditions of the Merger Agreement.

Pacific Stock Transfer will act as exchange agent for the merger and will forward detailed instructions to you regarding the surrender of your share certificates, together with a letter of transmittal, promptly after the merger is completed. You should not submit your certificates to Pacific Stock Transfer until you have received these materials. Pacific Stock Transfer will issue new As Seen On TV certificates to all eDiets stockholders exchanging their shares and pay you for any fractional interests as promptly as practicable following its receipt of your certificates and other required documents. You will not receive accrued interest on the cash payable to you upon the surrender of your certificates. **YOU SHOULD NOT SEND ANY SHARE CERTIFICATES AT THIS TIME.**

**As Seen On TV Advances to eDiets (See page[ ] )**

The Merger Agreement requires that As Seen On TV lend eDiets up to \$1.5 million (the Loan ) on terms substantially similar to those set forth in the note issued by eDiets to As Seen On TV for \$500,000 (the Original Note ), which was filed with the Securities and Exchange Commission on September 11, 2012. On November 16, 2012, eDiets issued a promissory note to As Seen On TV (the New Note ) pursuant to which eDiets will borrow the Loan. Interest accrues on the New Note at a rate of twelve percent (12%) per annum, and at the rate of eighteen percent (18%) per annum during the continuance of an event of default. The New Note will mature on the date that is ten business days following the



first to occur of the following: (i) the closing date of the Merger Agreement; (ii) March 31, 2013; or (iii) an event of default under the New Note. All principal and accrued interest is due and payable in full on the maturity date of the New Note. If the maturity date occurs after the closing date of the Merger Agreement, payment will be made through conversion of the New Note into newly issued shares of common stock of eDiets at the same conversion price established in the Merger Agreement; otherwise, payment will be made in cash. If the Merger Agreement terminates, As Seen On TV will have the option to convert the Original Note and New Note into newly issued shares of eDiets common stock at a conversion price of \$0.25 and \$0.54 per share, respectively. Under the New Note, eDiets must comply with a number of covenants, including a covenant to make any payments due under the New Note prior to making payments in respect of indebtedness incurred following November 16, 2012, and a covenant not to incur certain additional indebtedness or grant certain liens over its assets without the prior written consent of As Seen On TV. As of December 14, 2012, the outstanding advances were \$2.0 million.

**Conditions to the Merger (See pages [ ] [ ])**

As Seen On TV's and eDiets' obligations under the Merger Agreement are subject to the prior satisfaction or waiver of a number of conditions, including the following:

.

eDiets shall have obtained stockholder approval in accordance with the Delaware General Corporation Law ( DGCL ) and eDiets' governing documents;

.

no provision of any applicable law shall prohibit or enjoin the consummation of the merger;

.

all required approvals, applications or notices with governmental authorities shall have been obtained, except those approvals the failure of which to obtain would not, individually or in the aggregate, reasonably be expected to have a material adverse effect on As Seen On TV or eDiets;

.

this proxy statement/prospectus shall have been declared effective under the Securities Act and no stop order suspending its effectiveness shall be in effect and no proceedings for such purpose shall be pending before or threatened by the SEC;

.

As Seen On TV shall use its best efforts to have entered into written employment agreements with Jennifer Hartnett and Robert Smedley;

.

as of the Effective Time, the board of directors of As Seen On TV shall consist of Kevin Harrington (Chairman of the Board), Steve Rogai, Randolph Pohlman, Greg Adams, Kevin Richardson, one designee of Mr. Richardson and one designee of As Seen On TV, reasonably acceptable to eDiets; and

Kevin Richardson and Lee Isgur, a current director of eDiets, shall (1) convert outstanding eDiets promissory notes in the aggregate principal amount of \$600,000 into an aggregate of 857,143 shares of As Seen On TV common stock and warrants to purchase an aggregate of 428,571 shares of As Seen On TV common stock exercisable at \$0.80 per share; and (2) extend the maturity dates on the remaining \$200,000 aggregate principal amount together with accrued interest from December 31, 2012 to June 30, 2013.

If the law permits, As Seen On TV or eDiets may each waive conditions for their benefit and their stockholders benefit and complete the merger even though one or more of these conditions has not been met. eDiets stockholder approval of the merger, the Merger Agreement and the transactions contemplated by the Merger Agreement cannot be waived. Other than as specifically set forth below, we cannot assure you that the conditions will be satisfied or waived or that the merger will occur.

**Termination of Merger Agreement (See pages [ ] [ ] )**

eDiets and As Seen On TV may mutually agree at any time prior to Effective Time to terminate the Merger Agreement without completing the merger, even if the eDiets stockholders have approved it. Also, either company may decide, without the consent of the other, to terminate the Merger Agreement, subject to various conditions, in a number of circumstances. These circumstances include, among others:

the merger not having been completed by March 31, 2013, which may be extended by mutual written consent of the parties;

any court or governmental entity issuing a final order or judgment preventing completion of the merger;

certain breaches under the Merger Agreement, including breaches of representations and warranties which cannot be timely cured; and

upon the receipt of a superior proposal, as defined in the Merger Agreement, and the payment to the other party of up to a \$1,000,000 breakup fee.



**Summary Consolidated Financial Data of As Seen On TV**

The following tables set forth summary consolidated financial information of As Seen On TV. The summary statement of operations data for the six month periods ended September 30, 2012 and September 30, 2011, and the selected balance sheet data as of September 30, 2012 have been derived from As Seen On TV's unaudited consolidated financial statements appearing later in this proxy statement/prospectus. In the opinion of As Seen On TV's management, all adjustments considered necessary for a fair presentation of the interim financial information have been included. The summary income statement data for the years ended March 31, 2012 and March 31, 2011 and the selected balance sheet data as of March 31, 2012 have been derived from As Seen On TV's audited consolidated financial statements, except as noted below. The following information should be read together with As Seen On TV's consolidated financial statements, the notes related thereto and management's related reports on As Seen On TV's financial condition and performance appear later in this proxy statement/prospectus. The operating results for the six months ended September 30, 2012 are not necessarily indicative of the results to be expected in any future period.

(In thousands, except per share data)

	<b>Six Months Ended</b>		<b>Year Ended</b>	
	<b>September 30,</b>		<b>March 31,</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
	(unaudited)			
<b>Statement of operations data</b>				
Total revenue	\$ 1,038	\$ 744	\$ 8,165	\$ 1,354
Net income (loss)(1)	\$ 2,185	\$ (12,446)	\$ (8,077)	\$ (6,979)
Basic income(loss) per common share (1)	\$ 0.07	\$ (1.08)	\$ (0.40)	\$ (0.70)
Diluted income (loss) per common share (1)	\$ 0.06	\$ (1.08)	\$ (0.40)	\$ (0.70)
Cash dividends declared per common share	\$	\$	\$	\$

(1)

Significant fluctuations in net income or loss were recorded commencing in the year ended March 31, 2011, resulting from the recording of the revaluation of outstanding warrants which are carried as a liability and are marked-to-market each reporting period.

	<b>September 30,</b>	<b>March 31,</b>
	<b>2012</b>	<b>2012</b>
	(unaudited)	
<b>Balance sheet data</b>		
Total assets	\$ 9,743	\$ 9,786

Long term obligations           \$               40   \$

### Summary Consolidated Financial Data of eDiets

The following tables set forth summary consolidated financial information of eDiets. The summary statement of operations data for the nine-month periods ended September 30, 2012 and September 30, 2011, and the selected balance sheet data as of September 30, 2012 have been derived from eDiets' unaudited consolidated financial statements appearing later in this proxy statement/prospectus. In the opinion of eDiets' management, all adjustments considered necessary for a fair presentation of the interim financial information have been included. The summary income statement data for the years ended December 31, 2011 and December 31, 2010 and the summary balance sheet data as of December 31, 2011 have been derived from eDiets' audited consolidated financial statements, except as noted below. The following information should be read together with eDiets' consolidated financial statements, the notes related thereto and management's related reports on eDiets' financial condition and performance appear later in this proxy statement/prospectus. The operating results for the nine-months ended September 30, 2012 are not necessarily indicative of the results to be expected in any future period.

	<b>Nine Months Ended</b>		<b>Year Ended</b>	
	<b>September 30,</b>		<b>December 31,</b>	
	<b>2012</b>	<b>2011</b>	<b>2011</b>	<b>2010</b>
	(unaudited)			
<b>Statement of operations data</b>				
Total revenue	\$ 15,822	\$ 16,482	\$ 20,969	\$ 20,850
Net loss from continuing operations	\$ (2,885)	\$ (3,099)	\$ (4,745)	\$ (37,045)
Net loss	\$ (2,503)	\$ (2,737)	\$ (4,394)	\$ (43,273)
Basic and diluted loss per common share from continuing operations	\$ (0.20)	\$ (0.25)	\$ (0.37)	\$ (4.00)
Net loss per common share	\$ (0.17)	\$ (0.22)	\$ (0.34)	\$ (4.68)
Cash dividends declared per common share	\$	\$	\$	\$

	<b>September 30,</b>	<b>December 31,</b>
	<b>2012</b>	<b>2011</b>
	(unaudited)	
<b>Balance sheet data</b>		
Total assets	\$ 1,767	\$ 2,696
Long term obligations	\$ 204	\$

### Equivalent and Comparative Per Share Information

The following tables set forth selected per share information on a historical and pro forma combined basis for As Seen On TV common stock for the six months ended September 30, 2012 and the year ended March 31, 2012, and for eDiets common stock for the six months ended September 30, 2012 and the year ended December 31, 2011. Except for historical information for As Seen On TV as of and for the year ended March 31, 2012 and the historical information for eDiets as of and for the year ended December 31, 2011, the information in the table is unaudited. You should read the table below together with the historical consolidated financial statements and the related notes of As Seen On TV and eDiets contained elsewhere in this proxy statement/prospectus.

The pro forma information, while helpful in illustrating the financial characteristics of the combined company under one set of assumptions (including preliminary allocations of the eDiets purchase price to the tangible and intangible assets acquired from eDiets), does not reflect the impact of possible revenue enhancements or expense efficiencies, among other factors, that could result as a consequence of the merger, and accordingly, does not attempt to predict or suggest future results. It also does not necessarily reflect what the historical results of the combined company would have been had the companies been combined during these periods.

	<b>As Seen On TV</b>	<b>eDiets</b>	<b>Pro Forma</b>
	<b>Historical</b>	<b>Historical</b>	<b>Combined</b>
<b>As of and for the six month period ended September 30, 2012</b>			
Basic net income (loss) per share from continuing operations	\$ 0.07	\$ (0.13)	\$ 0.01
Diluted net income (loss) per share from continuing operations	\$ 0.06	\$ (0.13)	\$ 0.01
Cash dividends declared per common share	\$	\$	\$
<b>As of and for the year ended March 31, 2012</b>			
Basic net income (loss) per share from continuing operations	\$ (0.40)	\$ (0.34)	\$ (0.32)
Diluted net income (loss) per share from continuing operations	\$ (0.40)	\$ (0.34)	\$ (0.32)
Cash dividends declared per common share	\$	\$	\$



**MARKET PRICE DATA AND DIVIDEND INFORMATION**

Shares of As Seen On TV common stock are quoted on the OTC Markets under the symbol ASTV. Shares of eDiets common stock are quoted on the OTC Bulletin Board, or OTCBB, under the symbol DIET. The following table shows the closing sale prices of shares of As Seen On TV common stock and eDiets common stock as reported on the OTC Markets and the OTC Bulletin Board, respectively, on October 26, 2012, the last full trading day prior to the public announcement of the proposed merger, and on [ ], the last practicable trading day prior to mailing this joint proxy statement/prospectus. This table also shows the implied value as of those dates of the merger consideration proposed for each shares of eDiets common stock, which we calculated by multiplying the closing price of a share of eDiets common stock on those dates by the exchange ratio of 1.2667 (based on the 15,060,514 shares of eDiets common stock expected to be outstanding at the Effective Time).

	<b>As Seen On TV</b>	<b>eDiets</b>	<b>Implied Value of</b>
	<b>Common Stock</b>	<b>Common Stock</b>	<b>One Share of eDiets</b>
	<b>Common Stock</b>	<b>Common Stock</b>	<b>Common Stock</b>
October 26, 2012	\$0.68	\$0.26	\$0.86
[ ]	\$[ ]	\$[ ]	\$[ ]

The following table sets forth for the periods indicated the high and low per share sale price of shares of As Seen On TV common stock and eDiets common stock. All information in this table gives pro forma effect to As Seen On TV's 1:20 reverse stock split of its common stock on October 27, 2011.

	<b>As Seen On TV</b>		<b>eDiets</b>	
	<b>High</b>	<b>Low</b>	<b>High</b>	<b>Low</b>
<b>2010</b>				
First Quarter	\$ 10.00	\$ 10.00	\$ 2.00	\$ 1.11
Second Quarter	10.20	10.00	1.52	0.68
Third Quarter	10.00	2.00	0.92	0.57
Fourth Quarter	4.00	1.00	0.99	0.46
<b>2011</b>				
First Quarter	\$ 25.40	\$ 0.80	\$ 3.95	\$ 1.40
Second Quarter	15.40	1.40	2.98	1.30
Third Quarter	2.10	1.00	1.83	1.02
Fourth Quarter	1.25	0.70	1.34	0.19
<b>2012</b>				
First Quarter	\$ 1.05	\$ 0.71		