WEIGHT WATCHERS INTERNATIONAL INC
Form 4
August 11, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Westend S.A.

(Last) (First) (Middle)

10-12 AVENUE PASTEUR

(Street)

L-2310 LUXEMBOURG, N4

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
WEIGHT WATCHERS INTERNATIONAL INC [WTW]

3. Date of Earliest Transaction (Month/Day/Year)
08/07/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

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

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/07/2014		P		98,474	A	$ 22.0522 (1)	29,105,404	I	See Footnote (5)
Common Stock	08/08/2014		P		29,417	A	$ 22.4643 (2)	29,134,821	I	See Footnote (5)
Common Stock	08/08/2014		P		68,751	A	$ 22.9924 (3)	29,203,572	I	See Footnote (5)
Common Stock	08/11/2014		P		61,318	A	$ 23.4926	29,264,890	I	See Footnote

(4) (5)

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
								Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
				Code	V	(A)	(D)						

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Westend S.A. 10-12 AVENUE PASTEUR L-2310 LUXEMBOURG, N4		X		
Minne Pascal PLACE STE. GUDULE, 19 1000 BRUXELLES, C9		X		
Artal Luxembourg S. A. 10-12 AVENUE PASTEUR L-2310 LUXEMBOURG, N4		X		
Artal International S.C.A. 10-12 AVENUE PASTEUR L-2310 LUXEMBOURG, N4		X		
Artal International Management S.A. 10-12 AVENUE PASTEUR L-2310 LUXEMBOURG, N4		X		
		X		

Artal Group S.A.
10-12 AVENUE PASTEUR
L-2310 LUXEMBOURG, N4

Stichting Administratiekantoor Westend
DE BOELELAAN 7 X
1083 HJ AMSTERDAM, P7

Signatures

/s/ Pascal Minne, Director, on behalf of Westend S.A.	08/11/2014
**Signature of Reporting Person	Date
/s/ Pascal Minne, Sole Member of the Board, on behalf of Stichting Administratiekantoor Westend	08/11/2014
**Signature of Reporting Person	Date
/s/ Pascal Minne	08/11/2014
**Signature of Reporting Person	Date
/s/ Anne Goffard, Managing Director, on behalf of Artal Luxembourg S.A.	08/11/2014
**Signature of Reporting Person	Date
/s/ Anne Goffard, Managing Director of Artal International Management S.A., the Managing Partner of Artal International S.C.A., on behalf of Artal International S.C.A.	08/11/2014
**Signature of Reporting Person	Date
/s/ Anne Goffard, Managing Director, on behalf of Artal International Management S.A.	08/11/2014
**Signature of Reporting Person	Date
/s/ Anne Goffard, Authorized Person, on behalf of Artal Group S.A.	08/11/2014
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions ranging from $21.89 to $22.10, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares bought at each separate price within the range set forth above.

(2) The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions ranging from $22.13 to $22.72, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares bought at each separate price within the range set forth above.

(3) The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions ranging from $22.73 to $23.31, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares bought at each separate price within the range set forth above.

(4) The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions ranging from $23.27 to $23.68, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares bought at each separate price within the range set forth above.

(5) Mr. Pascal Minne is the sole member of the Board of Stichting Administratiekantoor Westend. Stichting Administratiekantoor Westend is the parent of Westend S.A. Westend S.A. is the parent company of Artal Group S.A. Artal Group S.A. is the parent company of Artal International Management S.A., which is the managing partner of Artal International S.C.A. Artal International S.C.A. is the parent

company of Artal Luxembourg S.A. Artal Luxembourg S.A. is the record owner of the shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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