

WEIGHT WATCHERS INTERNATIONAL INC

Form 4

May 17, 2017

FORM 4

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

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hotchkin Nicholas P

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
675 AVENUE OF THE AMERICAS, 6TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2017

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CFO & Member, Interim OCEO

NEW YORK, NY 10010

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	05/15/2017		M			19,056	A \$ 0	65,632	D	
Common Stock	05/15/2017		F			7,046	D \$ 24.58	58,586	D	
Common Stock	05/16/2017		M			9,462	A \$ 0	68,048	D	
Common Stock	05/16/2017		F			4,220	D \$ 24.2	63,828	D	

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Unit Award	\$ 0 ⁽¹⁾	05/15/2017		A	13,744	⁽²⁾ 05/15/2020	Common Stock
Restricted Stock Unit Award	\$ 0	05/15/2017		M	19,056	05/15/2017 05/15/2017	Common Stock
Restricted Stock Unit Award	\$ 0	05/16/2017		M	9,462	05/16/2017 05/16/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hotchkin Nicholas P 675 AVENUE OF THE AMERICAS, 6TH FLOOR NEW YORK, NY 10010			CFO & Member, Interim OCEO	

Signatures

/s/ Stephanie Delavale, as Attorney-In-Fact for Nicholas P. Hotchkin
 **Signature of Reporting Person
 Date 05/17/2017

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) Each Restricted Stock Unit represents a contingent right to receive one share of common stock.
- (2) Restricted Stock Units granted on May 15, 2017 will vest on the following schedule: one-third on May 15, 2018; one-third on May 15, 2019; and one-third on May 15, 2020.

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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