

Westend S.A.
Form 4
August 16, 2018

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 *
Westend S.A.

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2018

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

VALLEY PARK, 44, RUE DE LA VALLEE

(Street)

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

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

L-2661 LUXEMBOURG, N4

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code V | Amount | (A) or (D) Price | | |
| Common Stock | 08/14/2018 | | S | 6,000,000 | D \$ 76 14,818,300 | I | See footnotes (1) (2) |

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

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SEC 1474 (9-02)

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

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| 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 Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Westend S.A. VALLEY PARK, 44, RUE DE LA VALLEE L-2661 LUXEMBOURG, N4 | | X | | |
| Minne Pascal 44, RUE DE L'INDUSTRIE 1040 BRUSSELS, C9 | | X | | |
| Artal Luxembourg S. A. VALLEY PARK, 44, RUE DE LA VALLEE L-2661 LUXEMBOURG, N4 | | X | | |
| Artal International S.C.A. VALLEY PARK, 44, RUE DE LA VALLEE L-2661 LUXEMBOURG, N4 | | X | | |
| Artal International Management S.A. VALLEY PARK, 44, RUE DE LA VALLEE L-2661 LUXEMBOURG, N4 | | X | | |
| Artal Group S.A. VALLEY PARK, 44, RUE DE LA VALLEE L-2661 LUXEMBOURG, N4 | | X | | |
| Stichting Administratiekantoor Westend IJSSELBURCHT 3 NL-6825 BS ARNHEM, P7 | | X | | |

Signatures

WESTEND S.A., By: /s/ Pascal Minne, Name: Pascal Minne, Title: Director

08/16/2018

__Signature of Reporting Person

Date

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| | |
|--|------------|
| ARTAL LUXEMBOURG S.A., By: /s/ Anne Goffard, Name: Anne Goffard, Title: Managing Director | 08/16/2018 |
| **Signature of Reporting Person | Date |
| ARTAL INTERNATIONAL S.C.A., By: Artal International Management S.A., as its managing partner, By: /s/ Anne Goffard, Name: Anne Goffard, Title: Managing Director | 08/16/2018 |
| **Signature of Reporting Person | Date |
| ARTAL INTERNATIONAL MANAGEMENT S.A., By: /s/ Anne Goffard, Name: Anne Goffard, Title: Managing Director | 08/16/2018 |
| **Signature of Reporting Person | Date |
| ARTAL GROUP S.A., By: /s/ Anne Goffard, Name: Anne Goffard, Title: Authorized Person | 08/16/2018 |
| **Signature of Reporting Person | Date |
| STICHTING ADMINISTRATIEKANTOOR WESTEND, By: /s/ Pascal Minne, Name: Pascal Minne, Title: Sole Member of the Board | 08/16/2018 |
| **Signature of Reporting Person | Date |
| /s/ Pascal Minne | 08/16/2018 |
| **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).
- 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.
- (1) Each of the Reporting Persons (other than to the extent it directly holds securities reported herein) disclaims beneficial ownership of the securities held by the other Reporting Persons, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended, each of the Reporting Persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.