

WEIGHT WATCHERS INTERNATIONAL INC  
 Form 3  
 January 06, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
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**INITIAL STATEMENT OF 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 *<br>Â Lemmens Jeanine<br>(Last) (First) (Middle)<br><br>675 AVENUE OF THE AMERICAS, 6TH FLOOR<br>(Street)<br><br>NEW YORK, Â NY Â 10010<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>12/29/2013 | 3. Issuer Name and Ticker or Trading Symbol<br>WEIGHT WATCHERS INTERNATIONAL INC [WTW] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>President, UK | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|--|---|--|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 965  | D   | Â  |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year)<br><br>Date Exercisable | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br><br>Title | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|---|---|---|--|
|---|---|---|---|---|--|

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|   |                        | Expiration Date |              | Amount or Number of Shares | Security         | Direct (D) or Indirect (I) (Instr. 5) |   |
|---|------------------------|-----------------|--------------|----------------------------|------------------|---------------------------------------|---|
| Non-Qualified Stock Option (right to buy) | Â <u>(1)</u>           | 07/17/2016      | Common Stock | 1,755                      | \$ 40.72         | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | 03/27/2012 <u>(2)</u>  | 03/27/2019      | Common Stock | 3,500                      | \$ 19.74         | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | 03/26/2013 <u>(3)</u>  | 03/26/2020      | Common Stock | 3,000                      | \$ 25.76         | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | 03/25/2014 <u>(4)</u>  | 03/25/2021      | Common Stock | 1,005                      | \$ 63.59         | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | 05/15/2015 <u>(5)</u>  | 05/15/2022      | Common Stock | 975                        | \$ 57.69         | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | 11/15/2015 <u>(6)</u>  | 11/15/2022      | Common Stock | 1,045                      | \$ 56.36         | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | 05/15/2016 <u>(7)</u>  | 05/15/2023      | Common Stock | 2,356                      | \$ 44.53         | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | 11/15/2016 <u>(8)</u>  | 11/15/2023      | Common Stock | 3,438                      | \$ 33.34         | D                                     | Â |
| Non-Qualified Stock Option (right to buy) | Â <u>(9)</u>           | 12/12/2018      | Common Stock | 22,470                     | \$ 32.65         | D                                     | Â |
| Restricted Stock Unit Award               | 03/25/2014 <u>(10)</u> | 03/25/2014      | Common Stock | 754                        | \$ 0 <u>(11)</u> | D                                     | Â |
| Restricted Stock Unit Award               | 05/15/2015 <u>(12)</u> | 05/15/2015      | Common Stock | 299                        | \$ 0 <u>(11)</u> | D                                     | Â |
| Restricted Stock Unit Award               | 11/15/2015 <u>(13)</u> | 11/15/2015      | Common Stock | 321                        | \$ 0 <u>(11)</u> | D                                     | Â |
| Restricted Stock Unit Award               | 05/15/2016 <u>(14)</u> | 05/15/2016      | Common Stock | 732                        | \$ 0 <u>(11)</u> | D                                     | Â |
| Restricted Stock Unit Award               | 11/15/2016 <u>(15)</u> | 11/15/2016      | Common Stock | 463                        | \$ 0 <u>(11)</u> | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| Lemmens Jeanine<br>675 AVENUE OF THE AMERICAS, 6TH FLOOR<br>NEW YORK, NY 10010 | Â             | Â         | Â President, UK | Â     |

## Signatures

/s/ Stephanie Delavale, as Attorney-In-Fact for Jeanine Lemmens

01/06/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Non-qualified stock options granted on July 17, 2006 vested 20% per year over five years on each anniversary of the grant date.
- (2) Non-qualified stock options granted on March 27, 2009 vested 100% on the third-year anniversary of the grant date.
- (3) Non-qualified stock options granted on March 26, 2010 vested 100% on the third-year anniversary of the grant date.
- (4) Non-qualified stock options granted on March 25, 2011 will vest 100% on the third-year anniversary of the grant date.
- (5) Non-qualified stock options granted on May 15, 2012 will vest 100% on the third-year anniversary of the grant date.
- (6) Non-qualified stock options granted on November 15, 2012 will vest 100% on the third-year anniversary of the grant date.
- (7) Non-qualified stock options granted on May 15, 2013 will vest 100% on the third-year anniversary of the grant date.
- (8) Non-qualified stock options granted on November 15, 2013 will vest 100% on the third-year anniversary of the grant date.

The time vesting criteria will fully vest on December 12, 2016, the third anniversary of the grant date. The performance-vesting criteria will fully vest in 20% increments upon Weight Watchers International, Inc. achieving an average closing stock price of its common stock on the New York Stock Exchange (or other national securities exchange) for the 20 consecutive preceding trading days that is equal to or greater than (i) 150% of the exercise price, (ii) 175% of the exercise price, (iii) 200% of the exercise price, (iv) 225% of the exercise price and (v) 250% of the exercise price.

- (10) Restricted Stock Units granted on March 25, 2011 will vest 100% on the third-year anniversary of the grant date.
- (11) Each Restricted Stock Unit represents a contingent right to receive one share of common stock.
- (12) Restricted Stock Units granted on May 15, 2012 will vest 100% on the third-year anniversary of the grant date.
- (13) Restricted Stock Units granted on November 15, 2012 will vest 100% on the third-year anniversary of the grant date.
- (14) Restricted Stock Units granted on May 15, 2013 will vest 100% on the third-year anniversary of the grant date.
- (15) Restricted Stock Units granted on November 15, 2013 will vest 100% on the third-year anniversary of the grant date.

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### Remarks:

SeeÂ attachedÂ EX-24Â PowerÂ ofÂ AttorneyÂ ofÂ JeanineÂ Lemmens.

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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