

WEIGHT WATCHERS INTERNATIONAL INC  
Form 8-K  
February 02, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): February 2, 2007**

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**WEIGHT WATCHERS INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

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**Virginia**  
(State or Other Jurisdiction  
  
of Incorporation)

**001-16769**  
(Commission File Number)

**11-6040273**  
(IRS Employer  
  
Identification No.)

**11 Madison Avenue, New York, New York**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (212) 589-2700**

**10010**  
(Zip Code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

On February 2, 2007, pursuant to the Stock Purchase Agreement, dated as of December 17, 2006, by and between Weight Watchers International, Inc. (the Company) and Artal Holdings Sp. z o.o. ( Artal ), the Company repurchased 10,511,432 shares of its common stock from Artal at a purchase price of \$54.00 per share (the price established by the Company's recent tender offer for shares of its common stock), for aggregate consideration of approximately \$567.6 million. The Company used borrowings under its amended credit facility to finance the repurchase. After giving effect to the repurchase, Artal owns approximately 55% of the outstanding shares of common stock of the Company.

**Item 9.01. Financial Statements and Exhibits.**

<b>Exhibit</b>	<b>Description</b>
10.1	Stock Purchase Agreement, dated as of December 17, 2006, by and between Weight Watchers International, Inc. and Artal Holdings Sp. z o.o. (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K as filed on December 21, 2006, and incorporated herein by reference).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

WEIGHT WATCHERS INTERNATIONAL, INC.

Dated: February 2, 2007

By: /s/ Ann M. Sardini  
Name: Ann M. Sardini  
Title: Chief Financial Officer

**Exhibit Index**

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