

WEIGHT WATCHERS INTERNATIONAL INC

Form 8-K

May 12, 2011

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

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

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

**Date of report (Date of earliest event reported): May 12, 2011 (May 10, 2011)**

**WEIGHT WATCHERS INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

**Virginia**  
(State or other jurisdiction  
of incorporation)

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

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

**11 Madison Avenue, 17<sup>th</sup> Floor, New York, New York**  
(Address of principal executive offices)

**10010**  
(Zip Code)

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

**Not Applicable**

(Former name or former address, if changed since last report)

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:

- 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))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Weight Watchers International, Inc. (the Company) held its Annual Meeting of Shareholders on May 10, 2011. At this meeting, the Company's shareholders (1) elected the persons listed below to serve as Class I directors for a term of three years expiring at the 2014 Annual Meeting of Shareholders and until their successors have been duly elected and qualified; (2) ratified the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011; (3) approved the advisory resolution on named executive officer compensation as set forth in the Company's 2011 Proxy Statement; and (4) voted for holding a shareholder advisory vote on named executive officer compensation every three years. Set forth below are the voting results for these proposals.

- (1) Election of three Class I directors for a term of three years expiring at the 2014 Annual Meeting of Shareholders and until their successors have been duly elected and qualified:

| Nominee Name        | Votes For  | Votes Withheld | Broker Non-Votes |
|---------------------|------------|----------------|------------------|
| Raymond Debbane     | 52,549,324 | 15,383,383     | 2,148,977        |
| John F. Bard        | 67,104,236 | 828,471        | 2,148,977        |
| Jonas M. Fajgenbaum | 55,951,558 | 11,981,149     | 2,148,977        |

- (2) Ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 69,921,688 | 153,031       | 6,965       | N/A              |

- (3) Approval of the advisory resolution on named executive officer compensation as set forth in the Company's 2011 Proxy Statement:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 67,194,103 | 715,520       | 23,084      | 2,148,977        |

- (4) Approval of the holding of a shareholder advisory vote on named executive officer compensation every three years, two years or one year:

| 3 Years    | 2 Years | 1 Year     | Abstentions | Broker Non-Votes |
|------------|---------|------------|-------------|------------------|
| 46,592,429 | 218,820 | 21,101,947 | 19,511      | 2,148,977        |

Following the Annual Meeting of Shareholders on May 10, 2011, the Company's board of directors determined that future advisory votes on named executive officer compensation will be held every three years.

**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: May 12, 2011

By: /s/ Jeffrey A. Fiarman

Name: Jeffrey A. Fiarman

Title: Executive Vice President, General Counsel and Secretary