

Minne Pascal
Form 4
May 17, 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)
05/15/2018

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V Amount (A) or (D) Price \$ | | | See |
| Common Stock | 05/15/2018 | | S | 8,625,000 D 66.24 | 20,818,300 | I | footnotes (2) (3) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------|-----------------|-------|----------------------------|
|------------------|-----------------|-------|----------------------------|

| Code | V | (A) | (D) |
|------|---|-----|-----|
|------|---|-----|-----|

Reporting Owners

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

Signatures

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

05/17/2018

__Signature of Reporting Person

Date

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| | |
|--|------------|
| ARTAL LUXEMBOURG S.A., By: /s/ Anne Goffard, Name: Anne Goffard, Title: Managing Director | 05/17/2018 |
| __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 | 05/17/2018 |
| __Signature of Reporting Person | Date |
| ARTAL INTERNATIONAL MANAGEMENT S.A., By: /s/ Anne Goffard, Name: Anne Goffard, Title: Managing Director | 05/17/2018 |
| __Signature of Reporting Person | Date |
| ARTAL GROUP S.A., By: /s/ Anne Goffard, Name: Anne Goffard, Title: Authorized Person | 05/17/2018 |
| __Signature of Reporting Person | Date |
| STICHTING ADMINISTRATIEKANTOOR WESTEND, By: /s/ Pascal Minne, Name: Pascal Minne, Title: Sole Member of the Board | 05/17/2018 |
| __Signature of Reporting Person | Date |
| /s/ Pascal Minne | 05/17/2018 |
| __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).
- (1) This amount represents the \$69.00 public offering price per share of Common Stock of the Issuer, less the underwriting discount of \$2.76 per share.
- (2) 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.
- (3) 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 (the "Exchange Act"), 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.