WEIGHT WATCHERS INTERNATIONAL INC Form 8-K May 10, 2012

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 8, 2012

WEIGHT WATCHERS INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Virginia (State or other jurisdiction

001-16769 (Commission File 11-6040273 (IRS Employer

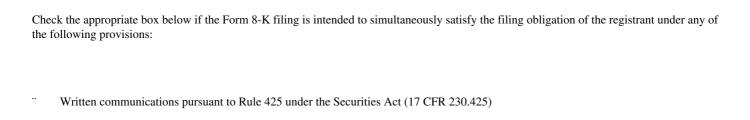
of incorporation) Number) Identification No.)

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11 Madison Avenue, 17th Floor, New York, New York
(Address of principal executive offices)
(Zip Code)
Registrant s telephone number, including area code: (212) 589-2700

Not Applicable

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



- 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 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 8, 2012. At this meeting, the Company s shareholders (1) elected the persons listed below to serve as Class II directors for a term of three years expiring at the 2015 Annual Meeting of Shareholders and until their successors have been duly elected and qualified; and (2) ratified the selection of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for fiscal 2012. Set forth below are the voting results for these proposals.

(1) Election of three Class II directors for a term of three years expiring at the 2015 Annual Meeting of Shareholders and until their successors have been duly elected and qualified:

Nominee Name	Votes For	Votes Withheld	Broker Non-Votes
Marsha Johnson Evans	54,991,569	6,357,969	1,417,247
Sacha Lainovic	60,676,844	672,694	1,417,247
Christopher J. Sobecki	56,393,074	4,956,464	1,417,247

(2) Ratification of the selection of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for fiscal 2012:

Votes For	Votes Against	Abstentions	Broker Non-Votes
62,716,931	43,390	6,464	N/A

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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 10, 2012 By: /s/ Jeffrey A. Fiarman Name: Jeffrey A. Fiarman

Title: Executive Vice President, General Counsel and Secretary

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