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WEIGHT WATCHERS INTERNATIONAL INC

Form 4 June 24, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction

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(b).

(Last)

(City)

1. Name and Address of Reporting Person *

Pollier-Bousquet Corinne

(First) (Middle)

675 AVENUE OF THE AMERICAS, 6TH FLOOR

(Street)

(State)

2. Issuer Name and Ticker or Trading

Symbol

WEIGHT WATCHERS INTERNATIONAL INC [WTW]

(Month/Day/Year) 06/22/2015

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of

Securities

Following

Owned

Beneficially

Issuer

below)

Director

Applicable Line)

X_ Officer (give title

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

NEW YORK, NY 10010

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactiorDerivative

6. Date Exercisable and **Expiration Date**

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

President, CE & Australia-NZ

6. Ownership

Form: Direct

(Instr. 4)

6. Individual or Joint/Group Filing(Check

10% Owner Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

(D) or Indirect Beneficial

Estimated average

burden hours per

7. Title and A Underlying S

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 32.65	06/22/2015		D		26,522	<u>(1)</u>	12/12/2018	Common Stock
Employee Stock Option (right to buy)	\$ 21.19	06/22/2015		D		40,763	(3)	04/02/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.25	06/22/2015		A	33,642		<u>(4)</u>	06/22/2025	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Namess	Director	10% Owner	Officer	Other			
Pollier-Bousquet Corinne 675 AVENUE OF THE AMERICAS, 6TH FLOOR NEW YORK, NY 10010			President, CE & Australia-NZ				

Signatures

/s/ Stephanie Delavale, as Attorney-In-Fact for Corinne Pollier-Bousquet

06/24/2015

**Signature of Reporting Person

Date

Explanation of Responses:

the exercise price and (v) 250% of the exercise price.

- * 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).
- The time vesting criteria is scheduled to fully vest on December 12, 2016, the third anniversary of the grant date. The performance-vesting criteria is scheduled to 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.
- On June 22, 2015, Weight Watchers International, Inc. cancelled, pursuant to its option exchange program, an option for 26,522 shares of common stock and an option for 40,763 shares of common stock previously granted on December 12, 2013 and April 2, 2014, respectively, to the reporting person. In exchange, the reporting person received a replacement option for 33,642 shares of common stock with an exercise price of \$5.25 per share.
- The time vesting criteria is scheduled to fully vest on April 2, 2017, the third anniversary of the grant date. The performance-vesting criteria is scheduled to 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

Reporting Owners 2

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(4) Non-qualified stock options granted on June 22, 2015 will vest on the following schedule: 25% on June 22, 2016; 25% on June 22, 2017; and 50% on June 22, 2018.

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.