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WEIGHT WATCHERS INTERNATIONAL INC

Form 4

1. Title of

Derivative

November 17, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL		
Washington, D.C. 20549								3235-028		
Check the character of	nger						Expires:	January 31		
subject		MENT OF C	CHANGES IN I		AL OV	VNERSHIP OF	Estimated	200: average		
Section Form 4	16.		SECUR	ITIES			burden hou response	urs per		
Form 5 obligation may cor <i>See</i> Install (b).	ons Section 17((a) of the Pub	etion 16(a) of the blic Utility Hold the Investment	ing Compa	ny Act	of 1935 or Secti				
(Print or Type	Responses)									
1. Name and Mowbray S	Address of Reporting Stacey	Sy	2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			EIGHT WATC NTERNATION		TW]					
(Last)			3. Date of Earliest Transaction (Month/Day/Year)			Director 10% Owner Officer (give title Other (specify below)				
	UE OF THE S, 6TH FLOOR	11	1/15/2016				sident, America	S		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person				
NEW YOR	RK, NY 10010						More than One R			
(City)	(State)	(Zip)	Table I - Non-Do	erivative Sec	urities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Datany (Month/Day/Y	te, if Transaction. Code	TransactionAcquired (A) or Code Disposed of (D)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	(A) or Amount (D)		Transaction(s) (Instr. 3 and 4)				
Reminder: Re	port on a separate line	e for each class	of securities benefic	-	•	•				
				information required to	on conta to respo	pond to the colle ained in this forn and unless the fo atly valid OMB co	n are not rm	SEC 1474 (9-02)		

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

4.

5. Number of 6. Date Exercisable and

Expiration Date

3. Transaction Date 3A. Deemed

Conversion (Month/Day/Year) Execution Date, if TransactionDerivative

7. Title and Amount of

Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (` /	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit Award	\$ 0 (1)	11/15/2016		A	15,025		(2)	11/15/2019	Common Stock	15,025

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Mowbray Stacey 675 AVENUE OF THE AMERICAS, 6TH FLOOR NEW YORK, NY 10010

President, Americas

Signatures

/s/ Stephanie Delavale, as Attorney-In-Fact for Stacey Mowbray

11/17/2016

**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) Each Restricted Stock Unit represents a contingent right to receive one share of common stock.
- (2) Restricted Stock Units granted on November 15, 2016 will vest on the following schedule: one-third on November 15, 2017; one-third on November 15, 2018; and one-third on November 15, 2019.

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.

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