### Edgar Filing: WEIGHT WATCHERS INTERNATIONAL INC - Form 4

#### WEIGHT WATCHERS INTERNATIONAL INC

Form 4 April 04, 2014

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB

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**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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

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obligations

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Hotchkin Nicholas P

2. Issuer Name and Ticker or Trading

Symbol

WEIGHT WATCHERS INTERNATIONAL INC [WTW] Issuer

(Check all applicable)

(Last)

(City)

(Instr. 3)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 04/02/2014

Director 10% Owner X\_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

below) below) **CFO** 

675 AVENUE OF THE AMERICAS, 6TH FLOOR

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_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

NEW YORK, NY 10010

1. Title of 2. Transaction Date 2A. Deemed Security

(State)

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

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

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

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SEC 1474 (9-02)

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

(Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date** 

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	3)	Securities Acquired ( or Dispose (D) (Instr. 3, 4, and 5)	(A) ed of	(Month/Day/Year)		(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 21.19	04/02/2014		A		68,247		<u>(1)</u>	04/02/2019	Common Stock	68,247

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Hotchkin Nicholas P 675 AVENUE OF THE AMERICAS, 6TH FLOOR			CFO			
NEW YORK, NY 10010						

## **Signatures**

/s/ Stephanie Delavale, as Attorney-In-Fact for Nicholas P.
Hotchkin

04/04/2014

\*\*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).

The time vesting criteria will fully vest on April 2, 2017, the third anniversary of the grant date. The performance-vesting criteria will fully vest in 20% increments upon Weight Watchers International, Inc. achieving an average closing stock price of its common stock on

(1) 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.

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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