

WEIGHT WATCHERS INTERNATIONAL INC

Form 4

August 14, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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response... 0.5

(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)

10-12 AVENUE PASTEUR

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)

08/12/2014

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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-2310 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) Price |                                                                                               |                                                          |                                                       |
| Common Stock                    | 08/12/2014                           |                                                    | P                              |                                                                   | 46,050 | A \$ 23.2136 (1) | 29,310,940                                                                                    | I                                                        | See Footnote (4)                                      |
| Common Stock                    | 08/13/2014                           |                                                    | P                              |                                                                   | 47,594 | A \$ 22.7366 (2) | 29,358,534                                                                                    | I                                                        | See Footnote (4)                                      |
| Common Stock                    | 08/14/2014                           |                                                    | P                              |                                                                   | 32,976 | A \$ 23.1863 (3) | 29,391,510                                                                                    | I                                                        | See Footnote (4)                                      |

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                       | Relationships |           |         |       |
|--------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                      | Director      | 10% Owner | Officer | Other |
| Westend S.A.<br>10-12 AVENUE PASTEUR<br>L-2310 LUXEMBOURG, N4                        |               | X         |         |       |
| Minne Pascal<br>PLACE STE. GUDULE, 19<br>1000 BRUXELLES, C9                          |               | X         |         |       |
| Artal Luxembourg S. A.<br>10-12 AVENUE PASTEUR<br>L-2310 LUXEMBOURG, N4              |               | X         |         |       |
| Artal International S.C.A.<br>10-12 AVENUE PASTEUR<br>L-2310 LUXEMBOURG, N4          |               | X         |         |       |
| Artal International Management S.A.<br>10-12 AVENUE PASTEUR<br>L-2310 LUXEMBOURG, N4 |               | X         |         |       |
| Artal Group S.A.<br>10-12 AVENUE PASTEUR<br>L-2310 LUXEMBOURG, N4                    |               | X         |         |       |
|                                                                                      |               | X         |         |       |

Stichting Administratiekantoor Westend  
DE BOELELAAN 7  
1083 HJ AMSTERDAM, P7

## Signatures

|                                                                                                                                                                         |            |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| /s/ Pascal Minne, Director, on behalf of Westend S.A.                                                                                                                   | 08/14/2014 |
| __Signature of Reporting Person                                                                                                                                         | Date       |
| /s/ Pascal Minne, Sole Member of the Board, on behalf of Stichting Administratiekantoor Westend                                                                         | 08/14/2014 |
| __Signature of Reporting Person                                                                                                                                         | Date       |
| /s/ Pascal Minne                                                                                                                                                        | 08/14/2014 |
| __Signature of Reporting Person                                                                                                                                         | Date       |
| /s/ Anne Goffard, Managing Director, on behalf of Artal Luxembourg S.A.                                                                                                 | 08/14/2014 |
| __Signature of Reporting Person                                                                                                                                         | Date       |
| /s/ Anne Goffard, Managing Director of Artal International Management S.A., the Managing Partner of Artal International S.C.A., on behalf of Artal International S.C.A. | 08/14/2014 |
| __Signature of Reporting Person                                                                                                                                         | Date       |
| /s/ Anne Goffard, Managing Director, on behalf of Artal International Management S.A.                                                                                   | 08/14/2014 |
| __Signature of Reporting Person                                                                                                                                         | Date       |
| /s/ Anne Goffard, Authorized Person, on behalf of Artal Group S.A.                                                                                                      | 08/14/2014 |
| __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).
  - (1) The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions ranging from \$22.97 to \$23.35, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares bought at each separate price within the range set forth above.
  - (2) The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions ranging from \$22.64 to \$23.30, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares bought at each separate price within the range set forth above.
  - (3) The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions ranging from \$22.60 to \$23.39, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares bought at each separate price within the range set forth above.
  - (4) 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.

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.