

WEIGHT WATCHERS INTERNATIONAL INC

Form 8-K

March 18, 2010

**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): March 18, 2010 (March 12, 2010)**

**WEIGHT WATCHERS INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

**Virginia**  
(State or other jurisdiction

of Incorporation)

**001-16769**  
(Commission File

Number)

**11-6040273**  
(IRS Employer

Identification No.)

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11 Madison Avenue, 17<sup>th</sup> Floor, New York, New York  
(Address of principal executive offices)

10010  
(Zip Code)

Registrant's telephone number, including area code: (212) 589-2700

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- 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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 12, 2010, the Compensation and Benefits Committee of the Board of Directors (the Compensation Committee ) approved, effective as of April 1, 2010, the following material modifications to the compensation arrangements of the named executive officers: David P. Kirchhoff, President and Chief Executive Officer, new base salary of \$750,000 per annum; and Melanie Stack (Stubbing), President, International, new base salary of £250,000 per annum. On March 12, 2010, the Compensation Committee also approved a special grant of 75,000 stock options to Mr. Kirchhoff under the Company's 2004 Stock Incentive Plan with a grant date of March 26, 2010 and an exercise price equal to the average of the closing prices of the shares of the Company's common stock on the grant date and the four previous trading days on the New York Stock Exchange. The stock options will proportionally vest annually over a five-year period and will expire 10 years after the date of grant.

**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: March 18, 2010

By: /s/ Jeffrey A. Fiarman

Name: Jeffrey A. Fiarman

Title: Executive Vice President, General Counsel and Secretary