

Hotchkin Nicholas P
 Form 4
 September 04, 2018

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

OMB APPROVAL

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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

(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]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 08/30/2018

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 CFO & Pres., Emerging Markets

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)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

NEW YORK, NY 10010

(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)			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 Ownership (Instr. 4)
				Code	V	Amount or Price			
Common Stock	08/30/2018		M		15,382	A \$ 49.4	99,311	D	
Common Stock	08/30/2018		M		13,308	A \$ 56.36	112,619	D	
Common Stock	08/30/2018		M		23,545	A \$ 44.53	136,164	D	
Common Stock	08/30/2018		M		22,906	A \$ 33.34	159,070	D	
Common Stock	08/30/2018		M		56,325	A \$ 5.25	215,395	D	

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Common Stock	08/30/2018	S	54,028	D	\$ <u>(1)</u>	161,367	D
Common Stock	08/30/2018	S	77,438	D	\$ <u>(2)</u>	83,929	D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 49.4	08/30/2018		M	15,382	<u>(3)</u> 08/20/2022	Common Stock	15,382	
Non-Qualified Stock Option (right to buy)	\$ 56.36	08/30/2018		M	13,308	<u>(4)</u> 11/15/2022	Common Stock	13,308	
Non-Qualified Stock Option (right to buy)	\$ 44.53	08/30/2018		M	23,545	<u>(5)</u> 05/15/2023	Common Stock	23,545	
Non-Qualified Stock Option (right to buy)	\$ 33.34	08/30/2018		M	22,906	<u>(6)</u> 11/15/2023	Common Stock	22,906	
Non-Qualified Stock Option (right to buy)	\$ 5.25	08/30/2018		M	56,325	<u>(7)</u> 06/22/2025	Common Stock	56,325	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Hotchkin Nicholas P
675 AVENUE OF THE AMERICAS, 6TH FLOOR
NEW YORK, NY 10010

CFO & Pres., Emerging Markets

Signatures

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

09/04/2018

**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) This transaction was executed in multiple trades at prices ranging from \$74.755 to \$75.43, inclusive. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide to the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the above range.
 - (2) This transaction was executed in multiple trades at prices ranging from \$75.51 to 76.48, inclusive. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide to the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the above range.
 - (3) The option, representing the right to purchase 15,382 shares, was granted on August 20, 2012 and vested 25% on the first anniversary of the grant date, 25% on the second anniversary of the grant date, 25% on the third anniversary of the grant date and 25% on the fourth anniversary of the grant date.
 - (4) The option, representing the right to purchase 13,308 shares, was granted on November 15, 2012 and vested 100% on the third anniversary of the grant date.
 - (5) The option, representing the right to purchase 23,545 shares, was granted on May 15, 2013 and vested 100% on the third anniversary of the grant date.
 - (6) The option, representing the right to purchase 22,906 shares, was granted on November 15, 2013 and vested 100% on the third anniversary of the grant date.
 - (7) The option, representing the right to purchase 56,325 shares, was granted on June 22, 2015 and vested 25% on the first anniversary of the grant date, 25% on the second anniversary of the grant date and 50% on the third anniversary of the grant date.

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.