

WEIGHT WATCHERS INTERNATIONAL INC

Form 8-K

March 13, 2014

**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 12, 2014**

**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.)**

675 Avenue of the Americas, 6<sup>th</sup> Floor, New York, New  
York

10010

(Address of principal executive offices)

(Zip Code)

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

**Not Applicable**

**(Former name or former address, if changed since last report)**

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, 2014, the Board of Directors (the Board) of Weight Watchers International, Inc. (the Company) increased its size to nine directors and unanimously elected Cynthia Elkins as a member of the Board, effective as of March 30, 2014, the beginning of the Company's second quarter of fiscal 2014. Ms. Elkins will serve the remainder of the term of John F. Bard, a Class I director who passed away on November 10, 2013, and will stand for re-election to the Board at the Company's 2014 annual meeting of shareholders. Ms. Elkins will also serve on the Board's Audit Committee effective as of March 30, 2014.

There were no arrangements or understandings pursuant to which Ms. Elkins was appointed as a director, and there are no related party transactions between the Company and Ms. Elkins reportable under Item 404(a) of Regulation S-K. The Board has affirmatively determined that Ms. Elkins qualifies as an independent director under the New York Stock Exchange listing standards.

Ms. Elkins will receive the Company's standard compensation provided to all the Company's non-employee directors for service on the Board (currently \$75,000 per annum, payable quarterly, half in cash and half in common stock of the Company) and the Audit Committee (currently \$10,000 per annum, payable quarterly in cash), and such amounts shall be prorated with respect to 2014 based on her only serving on the Board as of the second fiscal quarter of 2014. Ms. Elkins will also receive the standard grant of common stock of the Company (currently 1,000 shares per annum) that is distributed on December 15<sup>th</sup> of each fiscal year. All shares of common stock of the Company granted to a director are subject to transfer restrictions such that the shares cannot be sold or transferred until the director is no longer serving on the Board.

On March 13, 2014, the Company issued a press release regarding Ms. Elkins' election to the Board. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**  
**(d) Exhibits.**

Exhibit 99.1 Press Release dated March 13, 2014.

**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 13, 2014

By: /s/ Nicholas P. Hotchkin  
Name: Nicholas P. Hotchkin  
Title: Chief Financial Officer

**Exhibit Index**

<b>Exhibit</b>	<b>Description</b>
99.1	Press Release dated March 13, 2014.