

Hotchkin Nicholas P
Form 4
November 16, 2017

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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(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)

675 AVENUE OF THE
AMERICAS, 6TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
11/14/2017

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
CFO

(Street)

NEW YORK, NY 10010

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
Person

(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	11/14/2017		M		16,363	A	\$ 0	80,191	D
Common Stock	11/14/2017		F		8,439	D	\$ 44.26	71,752	D
Common Stock	11/15/2017		M		10,207	A	\$ 0	81,959	D
Common Stock	11/15/2017		F		5,264	D	\$ 44.34	76,695	D

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 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)	8. Date Exercisable	9. Expiration Date	10. Title	11. Amount or Number of Shares
Restricted Stock Unit Award	\$ 0 ⁽¹⁾	11/15/2017		A	7,066	⁽²⁾ 11/15/2020	Common Stock				7,066
Restricted Stock Unit Award	\$ 0	11/14/2017		M	16,363	11/14/2017 11/14/2017	Common Stock				16,363
Restricted Stock Unit Award	\$ 0	11/15/2017		M	10,207	11/15/2017 11/15/2019	Common Stock				10,207

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

Signatures

/s/ Stephanie Delavale, as Attorney-In-Fact for Nicholas P. Hotchkin 11/16/2017

 **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) Each Restricted Stock Unit represents a contingent right to receive one share of common stock.

(2) Restricted Stock Units granted on November 15, 2017 will vest on the following schedule: one-third on November 15, 2018; one-third on November 15, 2019; and one-third on November 15, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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