

Hotchkin Nicholas P
Form 4
May 17, 2018

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2018

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

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	05/15/2018		M		4,582	A \$ 0	81,277 D
Common Stock	05/15/2018		F		2,175	D \$ 80.18	79,102 D
Common Stock	05/16/2018		M		9,461	A \$ 0	88,563 D
Common Stock	05/16/2018		F		4,634	D \$ 81.66	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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Unit Award	\$ 0	05/15/2018		M	4,582	05/15/2018 05/15/2020	Common Stock	4,582
Restricted Stock Unit Award	\$ 0	05/16/2018		M	9,461	05/16/2018 05/16/2019	Common Stock	9,461
Restricted Stock Unit Award	\$ 0 ⁽¹⁾	05/15/2018		A	4,706	⁽²⁾ 05/15/2021	Common Stock	4,706

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 05/17/2018

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

(2)

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Restricted Stock Units granted on May 15, 2018 will vest on the following schedule: one-third on May 15, 2019; one-third on May 15, 2020; and one-third on May 15, 2021.

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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