

COLOSI MICHAEL F
Form 4
November 19, 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 *
COLOSI MICHAEL F

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)
11/15/2018

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
General Counsel and Secretary

NEW YORK, NY 10010

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/15/2018		M	5,958	A \$ 0	18,364	D
Common Stock	11/15/2018		F	2,307	D \$ 50.24	16,057	D
Common Stock	11/15/2018		M	1,373	A \$ 0	17,430	D
Common Stock	11/15/2018		F	532	D \$ 50.24	16,898	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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Unit Award	\$ 0	11/15/2018		M	5,958	11/15/2018 11/15/2019	Common Stock	5,958
Restricted Stock Unit Award	\$ 0	11/15/2018		M	1,373	11/15/2018 11/15/2020	Common Stock	1,373
Restricted Stock Unit Award	\$ 0 ⁽¹⁾	11/15/2018		A	3,507	⁽²⁾ 11/15/2021	Common Stock	3,507

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
		General Counsel and Secretary	

COLOSI MICHAEL F
675 AVENUE OF THE AMERICAS, 6TH FLOOR
NEW YORK, NY 10010

Signatures

/s/ Debra Cotter, as Attorney-In-Fact for Michael F. Colosi

11/19/2018

__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 November 15, 2018 will vest on the following schedule: one-third on November 15, 2019; one-third on November 15, 2020; and one-third on November 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. 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.