

Hotchkin Nicholas P
 Form 4
 November 19, 2018

FORM 4

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

OMB APPROVAL

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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

(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)
 11/15/2018

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify 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)
 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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	11/15/2018		M	10,206	A	\$ 0	94,135	D
Common Stock	11/15/2018		F	4,892	D	\$ 50.24	89,243	D
Common Stock	11/15/2018		M	2,356	A	\$ 0	91,599	D
Common Stock	11/15/2018		F	1,154	D	\$ 50.24	90,445	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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit Award	\$ 0	11/15/2018		M		11/15/2018	11/15/2019	Common Stock	10,000
Restricted Stock Unit Award	\$ 0	11/15/2018		M		11/15/2018	11/15/2020	Common Stock	2,356
Restricted Stock Unit Award	\$ 0 ⁽¹⁾	11/15/2018		A		⁽²⁾	11/15/2021	Common Stock	6,079

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/ Debra Cotter, as Attorney-In-Fact for Nicholas P. Hotchkin

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) 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.

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