Edgar Filing: WEIGHT WATCHERS INTERNATIONAL INC - Form 4

WEIGHT WATCHERS INTERNATIONAL INC

Form 4 June 17, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Instr. 3)

(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] (Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 06/13/2014

AMERICAS, 6TH FLOOR

(First)

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

General Counsel and Secretary

Applicable Line)

Director

X_ Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

NEW YORK, NY 10010

675 AVENUE OF THE

1. Title of 2. Transaction Date 2A. Deemed Security

(State)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

(A)

or

Securities Beneficially Owned Following Reported

5. Amount of

6. Ownership Form: Direct (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

SEC 1474

(9-02)

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactiorDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount Underlying Securiti

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (and or Disposed (D) (Instr. 3, 4, and 5) | d of | r) | (Instr. 3 and | 4) |
|--|---|------------|-------------------------|-----------------|---|-----------------------|--------------------|-----------------|------------------------------|
| | | | | Code V | (A) | (D) Date Exercisable | Expiration Date | Title | Amou or Numb of Sha |
| Employee Stock Option (right to buy) | \$ 22.33 | 06/13/2014 | | A | 80,614 | <u>(1)</u> | 06/13/2019 | Common Stock | 80,6 |
| Restricted Stock Unit Award | \$ 0 (2) | 06/13/2014 | | A | 12,201 | 06/13/2017 <u>(3)</u> | 06/13/2017 | Common Stock | 12,2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|-------------------------------------|-------|--|--|
| reporting 6 mer runner runners | Director | 10% Owner | Officer | Other | | |
| COLOSI MICHAEL F 675 AVENUE OF THE AMERICAS, 6TH FLOOR NEW YORK, NY 10010 | | | General Counsel and Secretary | | | |

Signatures

/s/ Stephanie Delavale, as Attorney-In-Fact for Michael F. Colosi 06/17/2014

**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).

The time vesting criteria will fully vest on June 13, 2017, the third anniversary of the grant date. The performance-vesting criteria will fully vest in 20% increments upon Weight Watchers International, Inc. achieving an average closing stock price of its common stock on

- (1) the New York Stock Exchange (or other national securities exchange) for the 20 consecutive preceding trading days that is equal to or greater than (i) 150% of the exercise price, (ii) 175% of the exercise price, (iii) 200% of the exercise price, (iv) 225% of the exercise price and (v) 250% of the exercise price.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of common stock.
- (3) Restricted Stock Units granted on June 13, 2014 will vest 100% on June 13, 2017.

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.

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