

WEIGHT WATCHERS INTERNATIONAL INC  
Form S-8 POS  
March 23, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**WEIGHT WATCHERS INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

Virginia  
(State or other jurisdiction of  
incorporation or organization)

11-6040273  
(I.R.S. Employer  
Identification Number)

**11 Madison Avenue**

**New York, New York 10010**

(Address and zip code of principal executive offices)

**1999 STOCK PURCHASE AND OPTION PLAN OF  
WEIGHT WATCHERS INTERNATIONAL, INC. AND SUBSIDIARIES**

(Full title of the plan)

**Jeffrey A. Fiarman**

**Weight Watchers International, Inc.**

**11 Madison Avenue**

**New York, New York 10010**

**(212) 589-2700**

(Name, address and telephone number, including area code, of agent for service)

*With copies to:*

**Kenneth Wallach, Esq.**

**Simpson Thacher & Bartlett LLP**

**425 Lexington Avenue**

**New York, New York 10017**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**Explanatory Note**

This Post-Effective Amendment No. 1 relates to the Registration Statement of Weight Watchers International, Inc. (the Registrant ) on Form S-8, File No. 333-74066, filed by the Registrant on November 28, 2001, which originally registered 7,058,040 shares of common stock of the Registrant for issuance pursuant to the 1999 Stock Purchase and Option Plan of Weight Watchers International, Inc. and Subsidiaries (the Plan ). The Plan has terminated and this Post-Effective Amendment No. 1 is being filed to deregister 550,272 shares of common stock (and the associated preferred stock purchase rights) not issued under the Plan.

Accordingly, the Registrant hereby withdraws from registration under the Registration Statement on Form S-8, File No. 333-74066, 550,272 shares of its common stock (and the associated preferred stock purchase rights) that have not been and can no longer be issued under the Plan because it is terminated.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, and State of New York on the 23<sup>rd</sup> day of March, 2010.

WEIGHT WATCHERS INTERNATIONAL, INC.  
(Registrant)

By: /s/ JEFFREY A. FIARMAN  
Name: **Jeffrey A. Fiarman**  
Title: **Executive Vice President, General Counsel and Secretary**

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed below by the following persons in the capacities indicated and on the 23<sup>rd</sup> day of March, 2010.

<b>Signature</b>	<b>Title</b>
/s/ DAVID P. KIRCHHOFF <b>David P. Kirchhoff</b>	President, Chief Executive Officer and Director <b>(Principal Executive Officer)</b>
/s/ ANN M. SARDINI <b>Ann M. Sardini</b>	Chief Financial Officer <b>(Principal Financial and Accounting Officer)</b>
/s/ RAYMOND DEBBANE <b>Raymond Debbane</b>	Director
/s/ PHILIPPE J. AMOUYAL <b>Philippe J. Amouyal</b>	Director
/s/ JOHN F. BARD <b>John F. Bard</b>	Director
/s/ MARSHA JOHNSON EVANS <b>Marsha Johnson Evans</b>	Director
/s/ JONAS M. FAJGENBAUM <b>Jonas M. Fajgenbaum</b>	Director
/s/ SACHA LAINOVIC <b>Sacha Lainovic</b>	Director
/s/ KIMBERLY ROY TOFALLI <b>Kimberly Roy Tofalli</b>	Director

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/s/ CHRISTOPHER J. SOBECKI

Director

**Christopher J. Sobecki**