

WEIGHT WATCHERS INTERNATIONAL INC

Form 8-K

November 21, 2011

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

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): November 21, 2011 (November 19, 2011)**

**WEIGHT WATCHERS INTERNATIONAL, INC.**

**(Exact name of registrant as specified in its charter)**

**Virginia**  
**(State or other jurisdiction**

**of incorporation)**

**001-16769**  
**(Commission File**

**Number)**

**11-6040273**  
**(IRS Employer**

**Identification No.)**

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**11 Madison Avenue, 17<sup>th</sup> Floor, New York, New York**  
(Address of principal executive offices)

**10010**  
(Zip Code)

**Registrant's telephone number, including area code: (212) 589-2700**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 3.03. Material Modification to Rights of Security Holders.**

The Rights Agreement, dated as of November 15, 2001, between Weight Watchers International, Inc. (the Company ) and Computershare Trust Company, N.A. (formerly EquiServe Trust Company, N.A.), as amended (the Rights Plan ), and all preferred stock purchase rights distributed to holders of the Company 's common stock pursuant to the Rights Plan, expired by their respective terms on the close of business on November 19, 2011. Accordingly, the Rights Plan is of no further force and effect.

On November 18, 2011, the Company issued a press release announcing the expiration of the Rights Plan. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

Exhibit 99.1 Press Release dated November 18, 2011.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**WEIGHT WATCHERS INTERNATIONAL, INC.**

DATED: November 21, 2011

By: /s/ JEFFREY A. FIARMAN

Name: Jeffrey A. Fiarman

Title: Executive Vice President, General Counsel and Secretary

**Exhibit Index**

<b>Exhibit</b>	<b>Description</b>
99.1	Press Release dated November 18, 2011.