WEIGHT WATCHERS INTERNATIONAL INC Form 3 March 14, 2016 **FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION** Washington, D.C. 20549

INITIAL STATEMENT OF 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 <u>*</u> Mowbray Stacey		Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol WEIGHT WATCHERS INTERNATIONAL INC [WTW]					
(Last) (First)	(Middle)	03/02/2016	4. Relationship of I Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)			
675 AVENUE OF THI AMERICAS, 6TH FLO			(Check all a	pplicable)	1 1100(1101111)2			
(Street) NEW YORK, NYÂ	0010		Director XOfficer (give title below) (s President, A	1 7	Filing(Check A _X_ Form filed Person	or Joint/Group Applicable Line) I by One Reporting by More than One on		
(City) (State)	(Zip)	Table I - N	Non-Derivative S	Securities Be	neficially O	wned		
1.Title of Security (Instr. 4)		2. Amount o Beneficially (Instr. 4)	Owned Ow For Dire or I (I)	nership Owne	•	Beneficial		
Reminder: Report on a separ owned directly or indirectly.	ate line for ea	ach class of securities benefic	sially SEC 1	473 (7-02)				
inforn requi curre	nation conta ed to respo ntly valid O	pond to the collection of ained in this form are not ond unless the form disp MB control number. rities Beneficially Owned (<i>e</i>	t lays a	rants, options, c	convertible sec	urities)		
1. Title of Derivative Securi (Instr. 4)	ty 2. Date E Expiratio		Fitle and Amount of curities Underlying		5. Ownership	 Nature of Indirect Beneficia 		

r. 4)	Expiration Date		Securities Un	derlying	Conversion	Ownership	Indirect Beneficial
	(Month/Day/Year)		Derivative Se	curity	or Exercise	Form of	Ownership
			(Instr. 4)		Price of	Derivative	(Instr. 5)
	Date Exercisable	Expiration	Title	A mount or	Derivative	Security:	
	Date Exercisable	1	The	Amount or	Security	Direct (D)	
		Date		Number of		or Indirect	
				Shares			

OMB APPROVAL

Estimated average burden hours per

3235-0104

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Edgar Filing: WEIGHT WATCHERS INTERNATIONAL INC - Form 3

						(I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	(1)	06/22/2025	Common Stock	14,830	\$ 5.25	D	Â
Non-Qualified Stock Option (right to buy)	(2)	06/22/2025	Common Stock	8,000	\$ 5.25	D	Â
Restricted Stock Unit Award	11/14/2017(3)	11/14/2017	Common Stock	1,521	\$ 0 <u>(4)</u>	D	Â
Restricted Stock Unit Award	(5)	04/01/2017	Common Stock	7,615	\$ 0 <u>(4)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
Mowbray Stacey 675 AVENUE OF THE AMERICAS, 6TH FLOOR NEW YORK, NY 10010	Â	Â	President, Americas	Â			
Signatures							
/s/ Stephanie Delavale, as Attorney-In-Fact for Stacey Mowbray		03/14/2016					
**Signature of Reporting Person		D	ate				

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Non-qualified stock options granted on June 22, 2015 will vest on the following schedule: 25% on June 22, 2016; 25% on June 22, 2017; and 50% on June 22, 2018.
- (2) Non-qualified stock options granted on June 22, 2015 will vest on the following schedule: one-third on June 22, 2016; one-third on June 22, 2017; and one-third on June 22, 2018.
- (3) Restricted Stock Units granted on November 14, 2014 will vest 100% on the third-year anniversary of the grant date.
- (4) Each Restricted Stock Unit represents a contingent right to receive one share of common stock.
- (5) Restricted Stock Units granted on June 15, 2015 will vest on the following schedule: 50% on April 1, 2016; and 50% on April 1, 2017.

Â

Remarks:

See attached EX-24 Power of Attorney of Stacey Mowbray.

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.