

COLOSI MICHAEL F
Form 4
February 27, 2019

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
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

OMB APPROVAL

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(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]

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)
02/25/2019

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
General Counsel and Secretary

NEW YORK, NY 10010

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V Amount (D) Price			

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

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SEC 1474
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (1)	\$ 0 ⁽²⁾	02/25/2019	A		18,412		05/16/2019	05/16/2019	Common Stock	18,412
Restricted Stock Unit (3)	\$ 0 ⁽²⁾	02/25/2019	A		4,441		05/15/2020	05/15/2020	Common Stock	4,441

Reporting Owners

Reporting Owner Name / Address	Relationships
	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/ Roxanne Tingir, as Attorney-In-Fact for Michael F.
Colosi

02/27/2019

__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).

- On May 16, 2016, this award was granted as 11,047 performance stock units ("PSUs") that have both time- and performance-vesting criteria. The performance-vesting criteria would be satisfied if the Company achieved a certain objective as of December 29, 2018. On
- (1) February 25, 2019, the Compensation and Benefits Committee of the Company's Board of Directors (the "Compensation Committee") certified that the performance criteria established had been satisfied at the "maximum" level of achievement of 166.67%. Accordingly, the award converted from PSUs to Restricted Stock Units ("RSUs") that remain subject to the time-vesting criteria.
 - (2) Each RSU represents a contingent right to receive one share of common stock.

- On May 15, 2017, this award was granted as 7,996 PSUs that have both time- and performance-vesting criteria. The performance-vesting criteria will be satisfied if the Company has achieved certain objectives established for each of fiscal 2017, fiscal 2018 and fiscal 2019, as
- (3) applicable. On February 25, 2019, the Compensation Committee certified that the performance criteria established in connection with the third of the award relating to fiscal 2018 had been satisfied at the "maximum" level of achievement of 166.67%. Accordingly, that part of the award converted from PSUs to RSUs that remain subject to the time-vesting criteria.

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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