

WEIGHT WATCHERS INTERNATIONAL INC

Form 8-K

May 10, 2012

**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): May 8, 2012**

**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)

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

10010  
(Zip Code)

**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 5.07. Submission of Matters to a Vote of Security Holders.**

Weight Watchers International, Inc. (the Company) held its Annual Meeting of Shareholders on May 8, 2012. At this meeting, the Company's shareholders (1) elected the persons listed below to serve as Class II directors for a term of three years expiring at the 2015 Annual Meeting of Shareholders and until their successors have been duly elected and qualified; and (2) ratified the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal 2012. Set forth below are the voting results for these proposals.

- (1) Election of three Class II directors for a term of three years expiring at the 2015 Annual Meeting of Shareholders and until their successors have been duly elected and qualified:

Nominee Name	Votes For	Votes Withheld	Broker Non-Votes
Marsha Johnson Evans	54,991,569	6,357,969	1,417,247
Sacha Lainovic	60,676,844	672,694	1,417,247
Christopher J. Sobecki	56,393,074	4,956,464	1,417,247

- (2) Ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal 2012:

Votes For	Votes Against	Abstentions	Broker Non-Votes
62,716,931	43,390	6,464	N/A

**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: May 10, 2012

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