

Hotchkin Nicholas P
 Form 4
 February 27, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Hotchkin Nicholas P

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
 Officer (give title below) ___ Other (specify below)
 CFO & Pres., Emerging Markets

NEW YORK, NY 10010

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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 | | 31,538 | | 05/16/2019 | 05/16/2019 | Common Stock | 31,538 |
| Restricted Stock Unit (3) | \$ 0 (2) | 02/25/2019 | A | | 7,623 | | 05/15/2020 | 05/15/2020 | Common Stock | 7,623 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hotchkin Nicholas P 675 AVENUE OF THE AMERICAS, 6TH FLOOR NEW YORK, NY 10010 | | | CFO & Pres., Emerging Markets | |

Signatures

/s/ Roxanne Tingir, as Attorney-In-Fact for Nicholas P. Hotchkin

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 18,923 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 13,723 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

- (3) 2018 and fiscal 2019, as 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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