

WINFREY OPRAH
Form 4
March 06, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WINFREY OPRAH

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

675 AVENUE OF THE AMERICAS, 6TH FLOOR

(Street)

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

NEW YORK, NY 10010

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, no par value per share	03/02/2018		G ⁽¹⁾		361,000	D	\$ 0 6,009,283
Common Stock, no par value per share	03/02/2018		G ⁽¹⁾		361,000	I	\$ 0 361,000
Common Stock, no par value	03/02/2018		S		114,630	D	\$ 62.31

See Footnote ⁽²⁾

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per share							
Common Stock, no par value per share	03/02/2018	S	129,640	D	\$ 63.32 <u>(4)</u>	5,765,013	D
Common Stock, no par value per share	03/02/2018	S	18,590	D	\$ 63.94 <u>(5)</u>	5,746,423	D
Common Stock, no par value per share	03/02/2018	S	83,112	D	\$ 62.32 <u>(6)</u>	277,888	I See Footnote <u>(2)</u>
Common Stock, no par value per share	03/02/2018	S	85,280	D	\$ 63.35 <u>(7)</u>	192,608	I See Footnote <u>(2)</u>
Common Stock, no par value per share	03/02/2018	S	11,610	D	\$ 63.95 <u>(8)</u>	180,998	I See Footnote <u>(2)</u>
Common Stock, no par value per share	03/05/2018	S	145,676	D	\$ 61.4 <u>(9)</u>	5,600,747	D
Common Stock, no par value per share	03/05/2018	S	130,867	D	\$ 62.41 <u>(10)</u>	5,469,880	D
Common Stock, no par value per share	03/05/2018	S	53,912	D	\$ 63.19 <u>(11)</u>	5,415,968	D
Common Stock, no par value per share	03/05/2018	S	84,912	D	\$ 61.57 <u>(12)</u>	96,086	I See Footnote <u>(2)</u>
Common Stock, no par value per share	03/05/2018	S	56,144	D	\$ 62.42 <u>(13)</u>	39,942	I See Footnote <u>(2)</u>
Common Stock, no par value per share	03/05/2018	S	39,942	D	\$ 63.24 <u>(14)</u>	0	I See Footnote <u>(2)</u>

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Common Stock, no par value per share	03/05/2018	M	77,491	A	\$ 6.97	5,493,459	D
Common Stock, no par value per share	03/05/2018	S	77,491	D	\$ <u>61.04</u> (15)	5,415,968	D
Common Stock, no par value per share	03/06/2018	M	1,327,896	A	\$ 6.97	6,743,864	D
Common Stock, no par value per share	03/06/2018	S	644,747	D	\$ <u>58.29</u> (16)	6,099,117	D
Common Stock, no par value per share	03/06/2018	S	399,997	D	\$ <u>59.08</u> (17)	5,699,120	D
Common Stock, no par value per share	03/06/2018	S	132,401	D	\$ <u>59.95</u> (18)	5,566,719	D
Common Stock, no par value per share	03/06/2018	S	150,751	D	\$ <u>60.92</u> (19)	5,415,968	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
	\$ 6.97	03/05/2018		M	77,491	11/16/2015	10/18/2025		77,4

Stock Options (right to buy)								Common Stock, no par value per share	
Stock Options (right to buy)	\$ 6.97	03/06/2018	M	1,327,896	11/16/2015	10/18/2025		Common Stock, no par value per share	1,327

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WINFREY OPRAH 675 AVENUE OF THE AMERICAS, 6TH FLOOR NEW YORK, NY 10010	X	X		

Signatures

/s/ Stephanie Delavale, as Attorney-in-Fact for Oprah
Winfrey

03/06/2018

__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).
- (1) Reflects shares transferred by the Reporting Person as a gift to The Oprah Winfrey Charitable Foundation (the "Foundation").
Reflects shares held directly by the Foundation, over which the Reporting Person may be deemed to have investment power. The Reporting Person disclaims beneficial ownership over the shares held by the Foundation. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Reporting Person states that the inclusion of these shares in this report shall not be deemed an admission by the Reporting Person that she is the beneficial owner of such shares for purposes of Section 16 of the Exchange Act or for any other purpose.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$61.72 to \$62.71, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$62.72 to \$63.71, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$63.72 to \$64.20, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$61.79 to \$62.78, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$62.79 to \$63.78, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the

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Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$63.79 to \$64.20, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$61.00 to \$61.99, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$62.00 to \$62.99, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$63.00 to \$63.48, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$61.00 to \$61.99, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$62.00 to \$62.99, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$63.00 to \$63.47, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$61.00 to \$61.10, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(16) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$57.57 to \$58.565, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$58.57 to \$59.565, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(18) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$59.57 to \$60.56, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(19) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$60.57 to \$61.50, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

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.