

ARTAL LUXEMBOURG S A
Form 4
May 31, 2011

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 *
WESTEND SA

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)
105 GRAND-RUE,
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/26/2011

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

LUXEMBOURG, N4 L-1661

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 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 | (A) or (D) | Price | | |
| Common Stock, no par value per share | 05/26/2011 | | S | 3,000,000 | D | \$ 83.66 | 38,247,893 | I | By Artal Holdings Sp. z o.o., Succursale de Luxembourg (1) |

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

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SEC 1474 (9-02)

number.

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WESTEND SA 105 GRAND-RUE LUXEMBOURG, N4 L-1661 | | X | | |
| Stichting Administratiekantoor Westend IJSELBURCHT 3 6825BS ARNHEM, P7 | | X | | |
| Minne Pascal PLACE STE. GUDULE, 19 B-1000 BRUXELLES, C9 | | X | | |
| Artal Holdings Sp. z o.o., Succursale de Luxembourg 105 GRAND-RUE LUXEMBOURG, N4 L-1661 | | X | | |
| ARTAL LUXEMBOURG S A 105 GRAND-RUE LUXEMBOURG, N4 L-1661 | | X | | |
| ARTAL INTERNATIONAL SCA 105 GRAND-RUE LUXEMBOURG, N4 L-1661 | | X | | |
| Artal International Management S.A. 105 GRAND-RUE | | X | | |

LUXEMBOURG, N4 L-1661
 ARTAL GROUP S A
 105 GRAND-RUE
 LUXEMBOURG, N4 L-1661

X

Signatures

| | |
|---|------------|
| /s/ Pascal Minne, Director, on behalf of Westend S.A. | 05/31/2011 |
| __Signature of Reporting Person | Date |
| /s/ Pascal Minne, Sole Member of the Board, on behalf of Stichting Administratiekantoor Westend | 05/31/2011 |
| __Signature of Reporting Person | Date |
| /s/ Pascal Minne | 05/31/2011 |
| __Signature of Reporting Person | Date |
| /s/ Andrey Le Pit, Branch Manager, on behalf of Artal Holdings Sp. z o.o., Succursale de Luxembourg | 05/31/2011 |
| __Signature of Reporting Person | Date |
| /s/ Anne Goffard, Managing Director, on behalf of Artal Luxembourg S.A. | 05/31/2011 |
| __Signature of Reporting Person | Date |
| /s/ Anne Goffard, Managing Director of Artal International Management S.A., the Managing Partner of Artal International S.C.A., on behalf of Artal International S.C.A. | 05/31/2011 |
| __Signature of Reporting Person | Date |
| /s/ Anne Goffard, Managing Director, on behalf of Artal International Management S.A. | 05/31/2011 |
| __Signature of Reporting Person | Date |
| /s/ Pascal Minne, Director, on behalf of Artal Group S.A. | 05/31/2011 |
| __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) Mr. Pascal Minne is the sole member of the Board of Stichting Administratiekantoor Westend. Stichting Administratiekantoor Westend is the parent of Westend S.A. Westend S.A., is the parent company of Artal Group S.A. Artal Group S.A. is the parent company of Artal International Management S.A., which is the managing partner of Artal International S.C.A. Artal International S.C.A. is the parent company of Artal Luxembourg S.A. Artal Luxembourg S.A. is the parent company of Artal Holdings Sp. z o.o., Succursale de Luxembourg ("Artal Holdings"). Artal Holdings is the record owner of the shares. Artal Luxembourg S.A. holds an irrevocable proxy with the respect to 15,000,000 of these shares.

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.