

WEIGHT WATCHERS INTERNATIONAL INC

Form SC 13D/A

December 19, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 9)*

WEIGHT WATCHERS INTERNATIONAL, INC.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

948626106

(CUSIP Number)

Anne Goffard

Westend S.A.

10-12 avenue Pasteur

L-2310 Luxembourg

Luxembourg

(+352) 22.42.59-1

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 17, 2013

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this Schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box " ☐ .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (" Act ") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 948626106

1 NAMES OF REPORTING PERSONS.

Westend S.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY **28,749,089**

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

28,749,089

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

28,749,089

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

50.98%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 948626106

1 NAMES OF REPORTING PERSONS.

2 **Stichting Administratiekantoor Westend**
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 **N/A**
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or

2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

The Netherlands

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY **28,749,089**

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

28,749,089

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

28,749,089

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

50.98%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 948626106

1 NAMES OF REPORTING PERSONS.

Mr. Pascal Minne

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or

2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Belgium

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY **28,749,089**

8 SHARED VOTING POWER

OWNED BY

EACH

0

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

28,749,089

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

28,749,089

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

50.98%

14 TYPE OF REPORTING PERSON

IN

CUSIP No. 948626106

1 NAMES OF REPORTING PERSONS.

2 **Artal Holdings Sp. z o.o., Succursale de Luxembourg**
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 **N/A**
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or

2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Poland

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY **0**

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING **0**

9 SOLE DISPOSITIVE POWER

PERSON

WITH **0**

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

00

CUSIP No. 948626106

1 NAMES OF REPORTING PERSONS.

2 **Artal International Management S.A.**
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 **N/A**
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY **28,749,089**
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING **0**
9 SOLE DISPOSITIVE POWER

PERSON

WITH **28,749,089**
10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

28,749,089

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

50.98%

14 TYPE OF REPORTING PERSON

OO

Westend S.A. (Westend), Stichting Administratiekantoor Westend (the Stichting), Mr. Pascal Minne, Artal Holdings Sp. z o.o., Succursale de Luxembourg (Artal Holdings) and Artal International Management S.A. (Artal International Management) (collectively, the Reporting Persons) hereby amend, as set forth below, their Statement on Schedule 13D filed with the Securities and Exchange Commission on March 18, 2004, as amended by Amendment No. 1 to Schedule 13D filed with the Securities and Exchange Commission on March 15, 2006, Amendment No. 2 to Schedule 13D filed with the Securities and Exchange Commission on December 19, 2006, Amendment No. 3 to Schedule 13D filed with the Securities and Exchange Commission on February 2, 2007, Amendment No. 4 to Schedule 13D filed with the Securities and Exchange Commission on March 31, 2009, Amendment No. 5 to Schedule 13D filed with the Securities and Exchange Commission on March 7, 2011, Amendment No. 6 to Schedule 13D filed with the Securities and Exchange Commission on June 1, 2011, Amendment No. 7 to Schedule 13D filed with the Securities and Exchange Commission on February 16, 2012, and Amendment No. 8 to Schedule 13D filed with the Securities and Exchange Commission on April 11, 2012 (the Statement), relating to the common stock, no par value per share (the Common Stock), of Weight Watchers International, Inc., a Virginia corporation (the Company). Capitalized terms used herein that are not otherwise defined shall have the meanings given to them in the Statement.

Item 2. Identity and Background.

The response to Item 2 of the Statement is hereby amended and restated by the following:

This statement is being filed by Artal Holdings, Artal Luxembourg, Artal International Management, Westend, the Stichting and Mr. Pascal Minne (together, the Reporting Persons). Artal Luxembourg is the record owner of all existing WWI shares beneficially owned by the Reporting Persons (other than Artal Holdings, which no longer owns (beneficially or of record) any WWI shares). The address of the principal place of business of Artal Holdings, Artal Luxembourg S.A., Artal International S.C.A., Artal Group S.A. and Westend is 10-12, Avenue Pasteur, L-2310 Luxembourg, Luxembourg. Artal Luxembourg S.A. is organized under the laws of Luxembourg and its principal business is investing in shares of group subsidiaries and investments. In this context, Artal Luxembourg holds the investment in Weight Watchers International, Inc. Artal Holdings Sp. z o.o. is a wholly-owned subsidiary of Artal Luxembourg S.A. Artal Holdings is a Luxembourg branch of Artal Holdings Sp. z o.o., which is a company organized under the laws of Poland and its principal business is investing in shares and granting loans to companies in which the group has an investment. Artal International S.C.A. is organized under the laws of Luxembourg as a limited partnership managed by Artal International Management S.A. and its principal business is also holding of equity investments, including Artal Luxembourg S.A. The principal place of business of Artal International Management is the same as for Artal International S.C.A. Artal International S.C.A. and Artal International Management S.A. are wholly owned subsidiaries of Artal Group S.A. Artal Group S.A. is organized under the laws of Luxembourg and its principal business is its ownership of Artal International S.C.A. and its subsidiaries. Westend is organized under the laws of Luxembourg and its principal business is its ownership of Artal Group S.A. and its subsidiaries. The Stichting is organized under the laws of The Netherlands and its principal business is its ownership of Westend and its subsidiaries. The address of the principal place of business of the Stichting is De Boelelaan 7, 1083 HJ Amsterdam, The Netherlands. Mr. Minne is the sole member of the Board of the Stichting. Mr. Minne is a citizen of Belgium, his present principal occupation is as partner at Petercam, a financial services company, and his business address is Place Ste. Gudule, 19, 1000 Bruxelles, Belgium.

The directors of Artal Holdings Sp. z o.o. are Mr. Kenneth Anthony Morgan (Chairman), Mr. Bernard Darimont and Mr. Paul Köhler. Mr. Morgan is a citizen of Ireland and his present principal occupation is as director of Trinity Trust Corporate Services Sp. z o.o., a company active in financial services, and his business address is 56C, Al. Jerozolimskie, PL-00-803, Warsaw, Poland. Mr. Darimont is a citizen of Belgium. His present principal occupation is as employee and managing director of Artal Services N.V. He also acts as director of other group companies (see below) and his business address is Woluwedal 28 (bte 14), 1932 Sint-Stevens-Woluwe, Belgium. Mr. Köhler is a citizen of The Netherlands, and his present principal occupation is as managing director of Artal International

Management S.A.

The branch managers of Artal Holdings are Mrs. Anne Goffard and Mrs. Audrey Le Pit. Mrs. Goffard is a citizen of Belgium and her present principal occupation is as employee of Artal International S.C.A. Mrs. Le Pit is a citizen of France and her present principal occupation is as employee of Artal International S.C.A. Mrs. Goffard and Mrs. Le Pit also act as managing director or director of other group companies (see below).

The directors of Artal Luxembourg S.A. are Mrs. Goffard (Managing Director), Mr. Darimont (Managing Director), Mrs. Le Pit and Mrs. Françoise De Wael. Mrs. De Wael is a citizen of Belgium and her present principal occupation is as employee and managing director of Artal Services N.V. The directors of Artal International Management S.A. are Mrs. Goffard (Managing Director), Mr. Darimont (Managing Director), Mr. Köhler (Managing Director), Mrs. Le Pit, Mrs. De Wael and Mr. Christian Tedeschi. Mr. Tedeschi is a citizen of Switzerland and his present principal occupation is as employee and manager of Artal International S.C.A., Luxembourg, succursale de Genève. His business address is Rue de la Croix-d Or, 19 A, 1211 Geneva, Switzerland. The information for the other directors is provided above.

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The directors of Artal Group S.A. are Mr. Eric Wittouck (Chairman), Mr. Pierre Ahlborn, Mr. Jean Frederic Andersen, Mr. Raymond Debbane (Managing Director), Mr. Eric Jolly, Mr. Lawrence Lunt and Mr. Minne. Mr. Wittouck is a citizen of Belgium and his present principal occupation is as the Chairman of the board of Artal Group S.A. Mr. Pierre Ahlborn is a citizen of Luxembourg; his present principal occupation is as the chief executive officer of Banque de Luxembourg S.A. and his business address is 14, Bd. Royal, L-2449, Luxembourg, Luxembourg. Mr. Andersen is a citizen of Belgium and his present principal occupation is as a director of Artal Group S.A. Mr. Debbane is a citizen of Panama and his present principal occupation is president of The Invus Group, LLC and chief executive officer of Artal Group S.A. Mr. Debbane is also the Chairman of the board of directors of Weight Watchers International, Inc. and his business address is 750 Lexington Avenue, New York, New York 10022. Mr. Jolly is a citizen of Belgium and his principal occupation is as a director of Artal Group S.A. Mr. Lunt is a citizen of Belgium; his present principal occupation is as a financial advisor at Armonia LLC and his business address is 73, Arch Street, Greenwich, Connecticut 06803. The information for Mr. Minne is provided above.

The directors of Westend S.A. are Mrs. Goffard (Managing Director), Mr. Minne and Mr. Denis Pittet. The information for Mrs. Goffard and Mr. Minne is provided above. Mr. Pittet is a citizen of Switzerland; his present principal occupation is as an employee in financial services at Lombard Odier Darier Hentsch & Cie and his business address is Rue de la Corraterie, 11 1204 Geneva, Switzerland.

During the last five years, none of the Reporting Persons nor, to the best knowledge of the Reporting Persons, any of the other persons named in this Item 2: (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 4. Purpose of the Transaction

The response to Item 4 of the Statement is hereby amended and supplemented by the following:

On December 17, 2013, Artal Holdings transferred all of the 28,749,089 shares of Common Stock it previously held to its parent, Artal Luxembourg S.A., for a price of \$27.29 per share, which price was calculated in accordance with the Artal group's internal valuation policy. The number of shares beneficially owned by each of the Reporting Persons, other than Artal Holdings, remains unchanged by this transaction.

Item 5. Interest in Securities of the Issuer.

The responses to Item 5(a), Item 5(b), Item 5(c) and 5(e) of the Statement are hereby amended and restated by the following:

(a)-(b) The information contained on the cover pages of this Amendment No. 9 to Schedule 13D is incorporated herein by reference.

As of the date hereof, Artal Luxembourg S.A. is the record owner of 28,749,089 shares of Common Stock, or approximately 50.98%, of the Common Stock outstanding (based on 56,398,333 shares of Common Stock issued and outstanding on October 31, 2013). Artal Luxembourg S.A., is a subsidiary of Artal International S.C.A., which is managed by its managing partner, Artal International Management, which is a subsidiary of Artal Group S.A. (together with Artal Luxembourg S.A., Artal International S.C.A. and Artal International Management, the "Artal Entities"), which is a subsidiary of Westend, which is a subsidiary of the Stichting, whose sole member of the Board is Mr. Pascal Minne. Consequently, each of the Reporting Persons, other than Artal Holdings, may be deemed, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, to be the beneficial owner of the shares of Common Stock held of record by Artal Luxembourg S.A.

(c) Except as set forth in this Amendment No. 9 to Schedule 13D, there have been no transactions in shares of Common Stock by any of the Reporting Persons or by any individuals or entities named in Item 2 of the Statement since the date of Amendment No. 8 to Schedule 13D.

(e) The information contained in Item 4 above is incorporated herein by reference.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Statement is hereby amended and supplemented by the information contained in Item 4 of this Amendment No. 9 to Schedule 13D, which is herein incorporated by reference.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

WESTEND S.A.

By: /s/ Pascal Minne
Name: Pascal Minne
Title: Director

STICHTING ADMINISTRATIEKANTOOR WESTEND

By: /s/ Pascal Minne
Name: Pascal Minne
Title: Sole Member of the Board

MR. PASCAL MINNE

/s/ Pascal Minne

ARTAL HOLDINGS SP. Z O.O., SUCCURSALE DE
LUXEMBOURG

By: /s/ Audrey Le Pit
Name: Audrey Le Pit
Title: Branch Manager

ARTAL INTERNATIONAL
MANAGEMENT S.A.

By: /s/ Anne Goffard
Name: Anne Goffard
Title: Managing Director

Dated: December 19, 2013