PRIMUS TELECOMMUNICATIONS GROUP INC
Form S-3
June 11, 2002

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As filed with the Securities and Exchange Commission on June 11, 2002

Registration No. 333

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Primus Telecommunications Group, Incorporated

(Exact name of registrant as specified in its charter)

Delaware	**54-1708481**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1700 Old Meadow Road
Suite 300
McLean, Virginia 22102
(703) 902-2800

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

K. PAUL SINGH
CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER
PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED
1700 Old Meadow Road
Suite 300
McLean, Virginia 22102
(703) 902-2800

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

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Approximate date of commencement of proposed sale to the public:

As soon as practicable after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. o

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act") other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ý

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. o

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Common Stock, par value $.01 per share, and associated Series B Junior Participating Preferred Stock Purchase Rights	1,200,000	$0.65	$780,000	$71.76

(1) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) of the Securities Act. The price per share and aggregate offering price are based upon the average of the high and low sales price of Primus Telecommunications Group, Incorporated's common stock on June 7, 2002 as reported on The Nasdaq Small Cap Market. It is not known how many shares will be sold under this registration statement or at what price such shares will be sold.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

The information contained in this prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to Completion. Dated June , 2002

PROSPECTUS

1,200,000 Shares

Primus Telecommunications Group, Incorporated

Common Stock

The selling stockholder identified in this prospectus is selling 1,200,000 shares of Primus Telecommunications Group, Incorporated common stock. Primus will not receive any of the proceeds from the sale of shares by the selling stockholder. As of the date of this Prospectus, Primus common stock is listed on The Nasdaq Small Cap Market under the symbol PRTL. The last reported sales price of our common stock, as reported on The Nasdaq Small Cap Market on June 7, 2002, was $0.66 per share.

Investing in the common stock involves a high degree of risk including the risk that our common stock may be delisted from the Nasdaq Small Cap Market. *See Risk Factors, beginning on page 6.*

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is June , 2002

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This prospectus is part of a registration statement Primus Telecommunications Group, Incorporated ("Primus" or "We") filed with the Securities and Exchange Commission (the "SEC"). You should rely only on the information contained in or incorporated by reference in this prospectus. The SEC allows us to incorporate by reference information that we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus, and information that we file later with the SEC will automatically update and supersede this information.

PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED

Primus is a global facilities-based Total Service Provider offering bundled voice, data, Internet, digital subscriber line (DSL), Web hosting, enhanced application, virtual private network (VPN), and other value-added services. We own and operate an extensive global backbone network of owned and leased transmission facilities, including over 300 points-of-presence (POPs) throughout the world, ownership interests in over 23 undersea fiber optic cable systems, 21 international gateway and domestic switches, a satellite earth station and a variety of operating relationships that allow us to deliver traffic worldwide. We have been expanding our e-commerce and Internet capabilities with the deployment of a global state-of-the-art broadband fiber optic asynchronous transfer mode (ATM) + Internet protocol (IP) network. Founded in 1994 and based in McLean, VA, we serve corporate, small- and medium-sized businesses, residential and data, ISP and telecommunication carrier

customers primarily located in the North America, Europe and Asia-Pacific regions of the world.

Primus's executive offices are located at 1700 Old Meadow Road, Suite 300, McLean, Virginia 22102 and our telephone number is (703) 902-2800.

RECENT DEVELOPMENTS

Pending Option Exchange Program On May 22, 2002, we initiated a stock option exchange program for our employees. Subject to compliance with applicable securities laws, we have offered employees the right to exchange stock options with an exercise price of $2.00 or more for a like number of options which will vest ratably each year over a two-year period. It is expected that the exercise price of the replacement options will be set based upon the market value of common stock on or about December 18, 2002 (unless extended or altered). The number of options eligible to be exchanged under this option exchange program would be 4,033,483 out of 6,037,123 currently outstanding options.

Pro Forma Financial Data On June 29, 2001, the Financial Accounting Standards Board unanimously approved the issuance of two statements, Statement of Financial Accounting Standards ("SFAS") No. 141, "Business Combinations," and SFAS No. 142, "Goodwill and Other Intangible Assets." SFAS No. 141 prohibits the use of pooling-of-interest method for business combinations initiated after June 30, 2001 and also applies to all business combinations accounted for by the purchase method that were completed after June 30, 2001. SFAS No. 142 is effective for fiscal years beginning after December 15, 2001 to all goodwill and other intangible assets recognized in an entity's balance sheet at that date, regardless of when the assets were initially recognized. Effective January 1, 2002, we discontinued the amortization of goodwill. At December 31, 2001, goodwill, net of accumulated amortization, was $63.4 million. We are currently assessing the impact that SFAS No. 142 will have on the consolidated financial position and results of operations. Though no final determinations have been reached, the potential impairment of existing goodwill, if any, could range from a nominal amount to an amount exceeding the majority of existing goodwill.

A reconciliation of net loss and loss per share reported in the Consolidated Statements of Operations to the pro forma amounts adjusted for the exclusion of goodwill amortization is presented below. For purposes of the calculation of the tax effect, we assumed a zero percent effective tax rate

applied to the deductible goodwill as all of our net operating loss carryforwards have been fully offset with a valuation allowance. The pro forma results reflecting the exclusion of goodwill amortization have been prepared only to demonstrate the impact of goodwill amortization on net loss and loss per share and are for comparative purposes only.

	For the Year Ended December 31,		
	2001	**2000**	**1999**
	(in thousands, except per share amounts)		
Reported net loss	$ (306,176)	$ (174,664)	$ (112,736)
Add: goodwill amortization, net of income tax	24,818	19,679	9,403
Adjusted net loss	$ (281,358)	$ (154,985)	$ (103,333)
Reported net loss per common share:			
Basic and diluted:			
Loss before extraordinary item	$ (14.84)	$ (5.43)	$ (3.72)
Gain on early extinguishment of debt, net of income taxes	9.11	1.03	
Net loss	$ (5.73)	$ (4.40)	$ (3.72)
Add: goodwill amortization, net of income tax, per common share	$ 0.46	$ 0.50	$ 0.31

	For the Year Ended December 31,		
Adjusted net loss per common share:			
Basic and diluted:			
Loss before extraordinary item	$ (14.38)	$ (4.93)	$ (3.41)
Gain on early extinguishment of debt, net of income taxes	9.11	1.03	
Net loss	$ (5.27)	$ (3.90)	$ (3.41)
Weighted average number of common shares outstanding	53,423	39,691	30,323

Acquired intangible assets subject to amortization consisted of the following (in thousands):

	March 31, 2002		December 31, 2001	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Customer lists	$ 139,137	$ (101,312)	$ 139,771	$ (96,955)
Other	2,017	(1,731)	4,961	(1,662)
Total	$ 141,154	$ (103,043)	$ 144,732	$ (98,617)

Amortization expense for customer lists and other intangible assets for the three months ended March 31, 2002 was $5.2 million. Amortization expense for goodwill, customer lists and other intangible assets for the year ended December 31, 2001 was $59.9 million. We expect amortization expense for customer lists and other intangible assets for the fiscal years ended December 31, 2002, 2003, 2004, 2005 and 2006 to be approximately $20.8 million, $15.1 million, $7.6 million, $2.1 million and $0.8 million, respectively.

Acquired intangible assets not subject to amortization consisted of the following (in thousands):

	March 31, 2002	December 31, 2001
	Net Carrying Amount	Net Carrying Amount
Goodwill	$ 63,223	$ 63,385

The changes in the carrying amount of goodwill for the three-month period ended March 31, 2002 and the year ended December 31, 2001, are as follows:

	North America	Europe	Asia-Pacific	Total
Balance as of January 1, 2001	$ 295,580	$ 139,100	$ 26,488	$ 461,168
Goodwill acquired during year				
Impairment losses	(232,957)	(108,303)	(16,061)	(357,321)
Amortization	(13,384)	(8,889)	(2,545)	(24,818)
Other	(7,928)	(6,135)	(1,581)	(15,644)
Balance as of December 31, 2001	41,311	15,773	6,301	63,385

	North America	Europe	Asia-Pacific	Total
Goodwill acquired during period				
Other	336	(208)	(290)	(162)
Balance as of March 31, 2002	$ 41,647	$ 15,565	$ 6,011	$ 63,223

A reconciliation of net loss and loss per share reported in the Consolidated Statements of Operations to the pro forma amounts adjusted for the exclusion of goodwill amortization is presented below. For purposes of the calculation of the tax effect, we assumed a zero percent effective tax rate applied to the deductible goodwill as all of our net operating loss carryforwards have been fully offset with a valuation allowance. The pro forma results reflecting the exclusion of goodwill amortization have been prepared only to demonstrate the impact of goodwill amortization on net loss and loss per share and are for comparative purposes only.

	For the Three Months Ended March 31, 2001
	(unaudited) (in thousands, except per share amounts)
Reported net income	$ 13,698
Add: goodwill amortization, net of income tax	6,505
Adjusted net income	$ 20,203
Reported net income (loss) per common share:	
Basic and diluted:	
Loss before extraordinary item	$ (1.84)
Gain on early extinguishment of debt, net of income taxes	2.11
Net income	$ 0.27
Add: goodwill amortization, net of income tax, per common share	$ 0.13
Adjusted net income (loss) per common share:	
Basic and diluted:	
Loss before extraordinary item	$ (1.71)
Gain on early extinguishment of debt, net of income taxes	2.11
Net income	$ 0.40
Weighted average number of common shares outstanding	50,230

USE OF PROCEEDS

Primus will not receive any proceeds from the sale of the shares of common stock offered by the selling stockholder.

RISK FACTORS

Any investment in shares of our common stock involves a high degree of risk. You should consider carefully the following information about these risks, together with the information under the caption "Forward-Looking Statements" and the other information contained in or incorporated by reference to this prospectus before you decide to buy our common stock. If any of the following risks actually occurs, our business, financial condition, results of operations and future growth prospects would likely be materially adversely affected. In these circumstances, the market price of our common stock could decline, and you may lose all or part of the money you paid to buy our common stock.

If we do not reduce our outstanding indebtedness through repurchases, restructurings, exchanges or similar transactions, our substantial debt could force us to seek protection under applicable bankruptcy laws.

We believe that our existing cash and cash equivalents, accounts receivable financing and internally generated funds will be sufficient to fund our operating losses, debt service requirements, capital expenditures and other cash needs for our operations at least through March 31, 2003. However, there are substantial risks, uncertainties and changes that could cause actual results to differ from our current belief. See for instance information under "Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations Overview Liquidity and Capital Resources Short- and Long-Term Liquidity Considerations and Risks" and under " Special Note Regarding Forward-Looking Statements" in our Annual Report on Form 10-K for the year ended December 31, 2001, under "Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Short- and Long-Term Liquidity Considerations and Risks" and under " Special Note Regarding Forward-Looking Statements" in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2002, and in this prospectus under "Forward-Looking Statements." If such adverse events referenced herein or therein were to occur, we may not be able to service our debt or other obligations and could, among other things, be required to seek protection under the bankruptcy laws of the United States or other similar laws in other countries.

There are risks associated with our business due to historical and anticipated future operating losses, and cumulative negative EBITDA and net losses.

Since inception, we had cumulative negative cash flow from operating activities and cumulative negative earnings before interest, taxes, depreciation and amortization ("EBITDA"). In addition, we incurred net losses since inception and have an accumulated deficit of $676.5 million as of March 31, 2002. There can be no assurance that our revenue will grow or be sustained in future periods or that we will be able to achieve or sustain operating profitability, net income or positive cash flow from operations in any future period.

Our substantial debt could limit our future liquidity sources and jeopardize our ability to satisfy our debt service obligations, restrict our operating flexibility and place us at a competitive disadvantage.

We currently have substantial indebtedness ($627.5 million as of March 31, 2002) and anticipate that we and our subsidiaries will incur additional indebtedness in the future. The level of our indebtedness (i) could make it more difficult for us to make payments of interest on our outstanding debt; (ii) could limit our ability to obtain any necessary financing in the future for working capital, capital expenditures, debt service requirements or other purposes; (iii) requires that a substantial

portion of our cash flow from operations, if any, be dedicated to the payment of principal and interest on our indebtedness and other obligations and, accordingly, will not be available for use in our business; (iv) could limit our flexibility in planning for, or reacting to, changes in our business; (v) results in our being more highly leveraged than some of our competitors, which may place us at a competitive disadvantage; and (vi) will make us more vulnerable to a downturn in our business.

Unless the trading price of our common stock increases (or Nasdaq waives the application of such requirements for our benefit), our common stock may be delisted from the Nasdaq Small Cap Market, which could result in a less liquid market for our common stock and adversely impact future securities issuances.

On February 14, 2002, we received a notice of delisting of our common stock from the Nasdaq National Market due to the fact that our common stock had not met the minimum prescribed trading prices for continued listing on the Nasdaq National Market (i.e., greater than $1.00 per share). On April 24, 2002, Nasdaq notified us that we also do not comply with additional listing standards to maintain $4 million in minimum net tangible assets or a minimum of $10 million in stockholder equity. Following such notifications, we applied for listing on the Nasdaq Small Cap Market. On May 10, 2002, we were notified by Nasdaq that our application to transfer to Nasdaq Small Cap Market had been accepted and was effective at the opening of business May 14, 2002. Although the transfer has been effected, our continued listing cannot be assured because, as of the date of this prospectus, we fail to satisfy the Nasdaq Small Cap Market requirement that our common stock trade at a minimum bid price of at least $1. If we continue to fail to satisfy the $1 minimum bid price requirement but on August 14, 2002 satisfy the

Nasdaq Small Cap minimum market capitalization requirement, we believe we will be given an additional 180-day period (through January 14, 2003) in order to satisfy the minimum $1 bid price requirement. If we fail such requirements, we would not be eligible for listing on the Nasdaq Small Cap Market and (absent relief from Nasdaq) would trade on the OTC Bulletin Board. The OTC Bulletin Board is a substantially less liquid market than the Nasdaq National Market or Small Cap Market. As a result, if our common stock is delisted from the Nasdaq Small Cap Market, our stockholders may have greater difficulty disposing of their shares in acceptable amounts and at acceptable prices and we may have greater difficulty issuing equity securities or securities convertible into common stock in such circumstances. We cannot assure you when, if ever, our common stock would once again be eligible for listing on the Nasdaq National Market (or on the Nasdaq Small Cap Market if our Common Stock were delisted as described above).

Sales of substantial amounts of our common stock in the public market may have an adverse effect on the market price of our common stock.

As of May 24, 2002, we had 64,822,759 shares of common stock outstanding, without giving effect to the potential exercise of any options held by our current and former employees, officers and directors. This number includes 20,378,926 shares of common stock that we have issued to creditors over the last 18 months in exchange for outstanding debt securities and other financial obligations. Of these shares, 19,178,926 shares were issued under exemptions from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"), which allow these shares to be sold immediately without restriction, and 1,200,000 shares which will be eligible for resale pursuant to this prospectus, which is part of a registration statement. Sales of a substantial number of shares of our common stock in the public market, or the availability of such shares for sale, could adversely affect the prevailing market prices for our common stock.

There are risks associated with our business that are related to our limited operating history, our recent entry into Internet and data business, and our entry into developing markets.

We were incorporated in February 1994, and began generating revenue in March 1995. We only recently have been targeting businesses and residential customers for Internet and data services through the Primus brand, its subsidiary iPRIMUS.com and other acquired ISPs. We have been expanding and intend to continue to expand our offering of data and Internet services worldwide. We anticipate offering a full-range of Internet protocol-based data and voice communications over the global broadband ATM+IP network which we have deployed. We have limited experience in the Internet and Web hosting business and cannot provide assurance that we will successfully establish or expand the business. Currently, we provide Internet services to business and residential customers in the United States, Australia, Canada, Japan, India, Brazil, Germany, France and Spain, and offer Internet transmission services in the Indian Ocean/Southeast Asia regions through our satellite earth station in London and our earth stations in India. Accordingly, we cannot provide assurance that our future operations will generate operating or net income or positive cash flow, and our prospects must be considered in light of the risks, expenses, problems and delays inherent in establishing a new business in a rapidly changing industry.

We have only recently entered the Internet Connectivity and Related Services Markets, which are extremely competitive.

Our primary competitors include incumbent operators and other ISPs that have a significant national or international presence. Many of these carriers have substantially greater resources, capital and operational experience than we do. We also expect we will experience increased competition from traditional telecommunications carriers that expand into the market for Internet services. In addition, we will require substantial additional capital to make investments in our Internet operations, and we may not be able to obtain that capital on favorable terms or at all. The amount of such capital expenditures may exceed the amount of capital expenditures spent on the voice portion of our business going forward.

Further, even if we are able to establish and expand our Internet business, we will face numerous risks that may adversely affect the operations of our Internet business. These risks include:

- competition in the market for Internet services;
- our limited operating history as an ISP;
- our reliance on third parties to provide maintenance and support services for our ATM+IP network;

- our reliance on third-party proprietary technology to provide certain services to our customers, including, among others, software applications, Web hosting services and VoIP services;

- our ability to recruit and retain qualified technical, engineering and other personnel;

- our ability to adapt and react to rapid changes in technology related to the Internet business;

- uncertainty relating to the continuation of the adoption of the Internet as a medium of commerce and communications;

- vulnerability to unauthorized access, computer viruses and other disruptive problems due to the accidental or intentional actions of others;

- adverse regulatory developments;

- the potential liability for information disseminated over our network; and

- our need to manage the growth of our Internet business, including the need to enter into agreements with other providers of infrastructure capacity and equipment and to acquire other ISPs and Internet-related businesses on acceptable terms.

We have encountered, and continue to face intense competition in our long distance and data telecommunications business.

The long distance telecommunications and data industry is intensely competitive and is significantly influenced by the marketing and pricing decisions of the larger industry participants. Competition in all of our markets is likely to stay intense, or even increase in intensity and, as deregulatory influences are experienced in markets outside the United States, competition in non-United States markets is likely to become similar to the intense competition in the United States. Many of our competitors are significantly larger and have substantially greater financial, technical and marketing resources and larger networks than us, a broader portfolio of service offerings, greater control over transmission lines, stronger name recognition and customer loyalty, as well as long-standing relationships with our target customers. In addition, many of our competitors enjoy economies of scale that result in a lower cost structure for transmission and related costs which could cause significant pricing pressures within the industry. Many companies emerging out of bankruptcy could also end up enjoying a lower cost structure and put pricing pressure within the industry.

We face challenges in successfully managing our growth.

Our history of rapid growth has placed a significant strain on us. In order to manage our growth effectively, we must continue to implement and improve our operational and financial systems and controls, purchase and utilize additional transmission facilities, and expand, train and manage our employees, all within a rapidly changing regulatory environment. Inaccuracies in our forecast of traffic could result in insufficient or excessive transmission facilities and disproportionate fixed expenses.

Our acquisitions may not prove to be successful, as we had contemplated, and there are numerous risks related to successfully integrating the acquired businesses within our existing businesses.

Acquisitions, a key element in our historical growth strategy, involve operational risks, including the possibility that an acquisition does not ultimately provide the benefits originally anticipated by management. Moreover, there can be no assurance that we will be successful in identifying attractive acquisition candidates, completing and financing additional acquisitions on favorable terms, or integrating the acquired business or assets into our own. There may be difficulty in integrating the service offerings, distribution channels and networks gained through acquisitions with our own. Successful integration of operations and technologies requires the dedication of management and other personnel which may distract their attention from the day-to-day business, the development or acquisition of new technologies, and the pursuit of other business acquisition opportunities, and there can be no assurance that successful integration will occur in light of such events.

We are dependent on transmission facilities-based carriers.

Our ability to maintain and expand our business and effectuate our liquidity objectives is dependent upon whether we continue to maintain favorable relationships and credit terms with the transmission facilities-based carriers to carry our traffic.

Our international operations are subject to a variety of risks.

In many international markets, the existing carrier will control access to the local networks, enjoy better brand recognition and brand and customer loyalty, and have significant operational economies, including a larger backbone network and correspondent agreements. Moreover, the existing carrier may

take many months to allow competitors, including us, to interconnect to its switches within its territory. There can be no assurance that we will be able to obtain the permits and operating licenses required for us to operate, obtain access to local transmission facilities or to market services in international markets. In addition, operating in international markets generally involves additional risks, including:

- unexpected changes in regulatory requirements, tariffs, customs, duties and other trade barriers;
- difficulties in staffing and managing foreign operations;
- problems in collecting accounts receivable;
- political risks;
- fluctuations in currency exchange rates;
- foreign exchange controls which restrict repatriation of funds;
- technology export and import restrictions; and
- seasonal reductions in business activity.

With respect to currency exchange rates risks, adverse exchange rate developments have had a negative impact on recent operating results, and there can be no assurance that currency exchange rate conditions will improve.

Our information systems must grow and change in response to technologies/developments and we may not timely or cost-effectively implement such change in the future.

Our management information systems must grow as our business expands and are expected to change as new technological developments occur. There can be no assurance that we will not encounter delays or cost-overruns or suffer adverse consequences in implementing new systems when required.

We face ongoing risk due to regulatory and industry changes.

The international telecommunications industry is changing rapidly due to deregulation, privatization, technological improvements, expansion of infrastructure and the globalization of the world's economies. In order to compete effectively, we must adjust our contemplated plan of development to meet changing market conditions. The telecommunications industry is marked by the introduction of new product and service offerings and technological improvements. Our profitability will depend on our ability to anticipate, assess and adapt to rapid

technological changes and our ability to offer, on a timely and cost-effective basis, services that meet evolving industry standards.

Our success is dependent on our ability to successfully deploy our network and move more voice and data traffic onto our network.

Our long-term success is dependent upon our ability to design, implement, operate, manage and maintain the network. We could experience delays or cost overruns in the implementation of the network, or our ability to migrate traffic onto our network, which could have a material adverse effect on us.

We are dependent on key personnel.

The loss of the services of K. Paul Singh, our Chairman and Chief Executive Officer, or the services of any of our other key personnel, or our inability to attract and retain additional key management, technical and sales personnel, could have a material adverse effect upon us.

Changes in government regulation could adversely affect us.

Our operations are subject to constantly changing regulation. There can be no assurance that future regulatory changes will not have a material adverse effect on us, or that regulators or third parties will not raise material issues with regard to our compliance or non-compliance with applicable regulations, any of which could have a material adverse effect upon us.

Our network facilities and equipment are subject to risk due to natural disasters.

Many of the geographic areas where we conduct our business may be affected by natural disasters, including hurricanes and tropical storms. Hurricanes, tropical storms and other natural disasters could have material adverse effect on our business by damaging the network facilities or curtailing voice or data traffic as a result of the effects of such events, such as destruction of homes and businesses.

WHERE YOU CAN GET MORE INFORMATION

We are a reporting company and file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy these reports, proxy statements and other information at the SEC's public reference rooms in Washington, D.C., New York, NY and Chicago, IL. You can request copies of these documents by writing to the SEC and paying a fee for the copying cost. Please call the SEC at (202) 942-8090 for more information about the operation of the public reference rooms. Our SEC filings are also available at the SEC's Web site at http://www.sec.gov.

We incorporate by reference the documents listed below, except as modified by this registration statement:

- Quarterly Report on Form 10-Q for the quarter ended March 31, 2002, as filed with the SEC on May 14, 2002;
- Annual Report on Form 10-K for the year ended December 31, 2001, as filed with the SEC on April 16, 2002;
- The Definitive Proxy Statement for our 2002 Annual Meeting of Stockholders, as filed with the SEC on April 23, 2002;
- The description of our common stock, $0.01 par value per share, contained in our registration statement on Form 8-A filed with the SEC on October 29, 1996, including all amendments or reports filed for the purpose of updating this description;
- The description of the Series B Junior Participating Preferred Stock Purchase Rights, contained in our registration statement on Form 8-A filed with the SEC on December 30, 1998, including all amendments or reports filed for the purpose of updating this description; and

Any future filings we will make with the SEC under Section 13 (a), 13(c), 14 or 15 (d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

You may request a copy of these filings at no cost, by writing or telephoning us at the following address or telephone number:

Primus Telecommunications Group, Incorporated
1700 Old Meadow Road
Suite 300
McLean, Virginia 22102
Attn: Danielle Saunders, Vice President, General Counsel and Corporate Development
(703) 748-8016

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FORWARD-LOOKING STATEMENTS

This prospectus contains and incorporates forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act that involve risks and uncertainties. These include statements about our expectations, plans, objectives, assumptions or future events. Such statements are based on current expectations, and are not strictly historical statements. In some cases, you can identify forward-looking statements by terminology such as "anticipate," "estimate," "plans," "potential," "projects," "continuing," "ongoing," "expects," "management believes," "we believe," "we intend" and similar expressions. Forward-looking statements include without limitation statements set forth and incorporated into this prospectus and elsewhere regarding, among other things: our expectations of future liquidity, EBITDA, sales, net revenue, gross profit, operating profit, net income, cash flow, network development, Internet services development, traffic development, capital expenditures, selling, general and administrative expenses, service introductions and cash requirements; our financing and/or debt repurchase, restructuring or exchange plans or initiatives, liquidity and debt service forecasts; potential future write-downs of existing goodwill; future amortization expense; future stock listing compliance and status; management's plans, goals, expectations, guidance, objectives, strategy, and timing for future operations, product plans and performance, predictions or expectations of future growth, results or cash flow; and management's assessment of market factors and future financial performance. These statements involve estimates, assumptions and uncertainties that could cause actual results to differ materially from those expressed for the reasons described in this prospectus. You should not place undue reliance on these forward-looking statements.

You should be aware that our actual results could differ materially from those contained in the forward-looking statements due to a number of factors, including:

- changes in business conditions, prevailing trade credit terms, or revenues arising from, among other reasons, further telecommunications carrier bankruptcies or adverse bankruptcy related developments affecting our large carrier customers;
- failure of certain vendors to make adequate concessions concerning the deferral of principal payments and the reduction of interest rates;
- the possible inability to raise capital when needed, or at all;
- the inability to reduce, exchange or restructure debt significantly, or in amounts sufficient to conduct regular ongoing operations;
- changes in the telecommunications or Internet industry or the general economy or capital markets;
- DSL, Internet and telecom competition;

changes in financial, capital market and economic conditions;

changes in service offerings or business strategies;

inability to lease space for data centers at commercially reasonable rates;

difficulty in provisioning voice over IP services;

changes in the regulatory schemes and regulatory enforcement in the markets in which we operate;

restrictions on our ability to follow certain strategies or complete certain transactions as a result of our capital structure or debt covenants;

restrictions on our ability to follow certain strategies or complete certain transactions as a result of our capital structure or debt covenants;

the inability to reduce debt significantly;

risks associated with our limited DSL, Internet and Web hosting experience and expertise;

entry into developing markets;

the possible inability to hire and/or retain qualified sales, technical and other personnel, particularly as we continue to attempt to grow our data-centric services, and manage growth;

risks associated with international operations (including foreign currency translation risks);

dependence on effective information systems;

dependence on third parties to enable us to expand and manage our global network and operations; and

dependence on the implementation and performance of our global ATM+IP communications network.

As such, actual results or circumstances may vary materially from such forward-looking statements or expectations. Readers are also cautioned not to place undue reliance on these forward-looking statements which speak only as of the date these statements were made.

You should also consider carefully the statements under "Risk Factors" and other sections of this prospectus, which address additional factors that could cause our actual results to differ from those set forth in the forward-looking statements and could materially and adversely affect our business, operating results and financial condition. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the applicable cautionary statements.

The forward-looking statements speak only as of the date on which they are made, and, except to the extent required by federal securities laws, we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. In addition, we cannot assess the impact of each factor on our business or

the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

SELLING STOCKHOLDER

The following table sets forth the name of the selling stockholder, and the number of shares of common stock owned beneficially by them as of May 24, 2002 which may be offered under the terms of this prospectus. This information is based upon information provided by such selling stockholder. The applicable percentages of ownership are based on an aggregate of 64,822,759 shares issued and outstanding on May 24, 2002. The number of shares beneficially owned by such selling stockholder is determined under rules promulgated by the SEC, and is not necessarily indicative of beneficial ownership for any other purpose. The selling stockholder is offering all of the shares it beneficially owns, and assuming they sell every share, will not beneficially own any shares of Primus after the offering. The selling stockholder has not, or within the past three years has not had, any position, office or other material relationship with Primus or any of its predecessors or affiliates.

Selling Stockholders	Shares Being Offered	Percent of Shares Beneficially Owned Prior to the Offering
Cisco Systems Capital Corporation	1,200,000	1.85%

The selling stockholder acquired the shares referenced above in connection with the settlement of certain of our outstanding lease obligations with the selling stockholder and its affiliates. In connection with that settlement, we issued 1,200,000 shares of common stock, paid $5 million in cash and are obligated to pay an additional $1.5 million in cash on April 2, 2003 in satisfaction of $15.3 million in outstanding equipment lease obligations.

PLAN OF DISTRIBUTION

We are registering 1,200,000 shares of common stock under this prospectus on behalf of the selling stockholder. We will receive no proceeds from this offering.

The selling stockholder may sell shares of common stock from time to time as follows (if at all):

- to or through underwriters, brokers or dealers;
- directly to one or more other purchasers;
- through agents on a best-efforts basis; or
- otherwise through a combination of any of these methods of sale.

If the selling stockholder sells shares of common stock through underwriters, dealers, brokers or agents, those underwriters, dealers, brokers or agents may receive compensation in the form of discounts, concessions or commissions from the selling stockholder and/or the purchasers of the shares of common stock.

The shares of common stock may be sold from time to time:

- in one or more transactions at a fixed price or prices, which may be changed;
- at market prices prevailing at the time of sale;
- at prices related to prevailing market prices;
- at varying prices determined at the time of sale; or
- at negotiated prices.

These sales may be effected:

- in transactions on any national securities exchange or quotation service on which our common stock may be listed or quoted at the time of sale;
- in transactions in the over-the-counter market;
- in block transactions in which the broker or dealer so engaged will attempt to sell the shares of common stock as agent but may position and resell a portion of the block as principal to facilitate the transaction, or in crosses, in which the same broker acts as an agent on both sides of the trade;
- in transactions otherwise than on exchanges or services or in the over-the-counter market;
- through the writing of options; or
- through other types of transactions.

In connection with sales of common stock or otherwise, the selling stockholder may enter into hedging transactions with brokers-dealers or others, who may in turn engage in short sales of the common stock in the course of hedging the positions they assume. The selling stockholder may sell short the common stock and may deliver this prospectus in connection with short sales and use the shares of common stock covered by the prospectus to cover these short sales. In addition, any shares of common stock covered by this prospectus that qualify for sale pursuant to Rule 144 or any other available exemption from registration under the Securities Act may be sold under Rule 144 or another available exemption.

At the time a particular offering of shares of common stock is made, a prospectus supplement, if required, will be distributed which will set forth the aggregate amount of shares of common stock being offered and the terms of the offering, including the name or names of any underwriters, dealers,

brokers or agents, if any, and any discounts, commissions or concessions allowed or reallowed to be paid to brokers or dealers. To our knowledge, there are currently no agreements, arrangements or understandings with respect to the sale of any of the shares offered hereby, and we are not required to enter into any agreements to permit an underwritten offering of the shares of common stock offered by this prospectus.

The selling stockholder and any underwriters, dealers, brokers or agents who participate in the distribution of the shares of common stock may be deemed to be "underwriters" within the meaning of the Securities Act and any profits on the sale of the shares of common stock by them and any discounts, commissions or concessions received by any underwriters, dealers, brokers or agents may be deemed to be underwriting discounts and commissions under the Securities Act.

The selling stockholder and any other person participating in a distribution of the shares of common stock will be subject to applicable provisions of the Exchange Act and the rules and regulations under the Exchange Act, including, without limitation, Regulation M which may limit the timing of purchases and sales of shares of common stock by the selling stockholder and any other person participating in the distribution. Furthermore, Regulation M under the Exchange Act may restrict the ability of any person engaged in a distribution of the shares of common stock to engage in market-making activities with respect to the shares of common stock being distributed for a period of up to five business days prior to the commencement of the distribution. All of the foregoing may affect the marketability of the shares of common stock and the ability of any person or entity to engage in market-making activities with respect to the shares of common stock.

The selling stockholder will be responsible for any fees, disbursements and expenses of any counsel for the selling stockholder. All other expenses incurred in connection with the registration of the shares, including printer's and accounting fees and the fees, disbursements and expenses of our counsel will be borne by us. Commissions and discounts, if any, attributable to the sales of the shares of common stock will be borne by the selling stockholder. The selling stockholder may agree to indemnify any broker-dealer or agent that participates in transactions involving sales of the shares of common stock against certain liabilities, including liabilities arising under the Securities Act.

LEGAL MATTERS

Cooley Godward LLP, Reston, Virginia will pass upon the validity of the issuance of the common stock offered by this prospectus.

EXPERTS

The financial statements and the related financial statement schedule incorporated in this prospectus by reference from the Company's Annual Report on Form 10-K for the year ended December 31, 2001 have been audited by Deloitte & Touche LLP, independent auditors, as stated in their report, which is incorporated herein by reference, and have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

We have not authorized any dealer, salesperson or other person to give any information or to make any representations not contained in this prospectus or any prospectus supplement. You must not rely on any unauthorized information. This prospectus is not an offer of these securities in any state where an offer is not permitted. Except as specifically noted otherwise, the information in this prospectus is current as of June , 2002. You should not assume that this prospectus is accurate as of any other date.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The expenses in connection with the issuance and distribution of the securities being registered are set forth in the following table (all amounts except the registration fee and the listing fee are estimated):

SEC Registration Fee	$	72
Legal fees and expenses		30,000
Accounting fees and expenses		7,000
Miscellaneous and printing fees		850
Total	$	37,922

Item 15. Indemnification of Officers and Directors.

Section 145 of the Delaware General Corporation Law (the "DGCL") permits each Delaware business corporation to indemnify its directors, officers, employees and agents against liability for each such person's acts taken in his or her capacity as a director, officer, employee

or agent of the corporation if such actions were taken in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action, if he or she had no reasonable cause to believe his or her conduct was unlawful. Article X of our Amended and Restated By-Laws provides that we, to the full extent permitted by Section 145 of the DGCL, shall indemnify all of our past and present directors and may indemnify all of our past or present employees or other agents. To the extent that a director, officer, employee or agent of ours has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in such Article X, or in defense of any claim, issue or matter therein, he or she shall be indemnified by us against actually and reasonably incurred expenses in connection therewith. Such expenses may be paid by us in advance of the final disposition of the action upon receipt of an undertaking to repay the advance if it is ultimately determined that such person is not entitled to indemnification.

As permitted by Section 102(b)(7) of the DGCL, Article 11 of our Amended and Restated Certificate of Incorporation provides that no director shall be liable to us for monetary damages for breach of fiduciary duty as a director, except for liability:

(i) for any breach of the director's duty of loyalty to us or our stockholders,

(ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law,

(iii) for the unlawful payment of dividends on or redemption of our capital stock; or

(iv) for any transaction from which the director derived an improper personal benefit.

We have obtained a policy insuring us and our directors and officers against certain liabilities, including liabilities under the Securities Act.

Item 16. Exhibits.

(a) Exhibits.

Exhibit No.	Description
4.1	Amended and Restated Certificate of Incorporation of Primus Telecommunications Group, Incorporated (incorporated by reference to Exhibit 3.1 of the Registration Statement on Form S-8, No. 333-56557, filed June 10, 1998).
4.2	Amended and Restated Bylaws of Primus Telecommunications Group, Incorporated (incorporated by reference to Exhibit 3.2 of the Registration Statement on Form S-1, No. 333-10875, filed August 27, 1996).
4.3	Specimen Certificate of Primus Telecommunications Group, Incorporated common stock (incorporated by reference to Exhibit 4.1 of the Registration Statement on Form S-1, No. 333-10875, filed August 27, 1996).
4.4	Rights Agreement, dated as of December 23, 1998, between Primus Telecommunications Group, Incorporated and StockTrans, Inc. (incorporated by reference to the Registration Statement on Form 8-A, No. 0-29092, filed December 30, 1998).
4.5	Form of legend on certificates representing shares of Common Stock regarding Series B Junior Participating Preferred Stock Purchase Rights (incorporated by reference to the Registration Statement on Form 8-A, No. 0-29092, filed December 30, 1998).
5.1	Opinion of Cooley Godward LLP.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Cooley Godward LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on Signature Page to this Registration Statement).

Item 17. Undertakings.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the registrant pursuant to the provisions described in Item 15, the registrant has been informed that in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or person controlling the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or person controlling the registrant in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made pursuant to this registration statement, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned registrant undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of McLean, County of Fairfax, Commonwealth of Virginia, on the 11th day of June, 2002.

By: ______________________________

K. Paul Singh
Chairman of the Board, President and Chief
Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints K. Paul Singh, John F. DePodesta and Neil L. Hazard, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any of them, or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
K. Paul Singh	Chairman, President, Chief Executive Officer and Director *(Principal Executive Officer)*	June 11, 2002
John F. DePodesta	Executive Vice President and Director	June 11, 2002
Neil L. Hazard	Executive Vice President, Chief Operating Officer and Chief Financial Officer *(Principal Financial Officer and Principal Accounting Officer)*	June 11, 2002
Nick Earle	Director	June 11, 2002
David E. Hershberg	Director	June 11, 2002
Douglas M. Karp	Director	June 11, 2002
John Puente		

Other items, net	34	(46)
Cash used for investing activities	(58,173)	(20,982)
Financing activities:		
Proceeds from new term loans	0	726,000
Payments on long-term debt	(6,343)	(27,012)
Payment of dividends	(4)	(13,012)
Payments to acquire treasury stock	0	(724,316)
Deferred financing costs	0	(24,810)
Proceeds from stock options exercised	2,590	8,049
Tax benefit of restricted stock units vested and stock options exercised	657	2,289
Cash used for financing activities	(3,100)	(52,812)
Effect of exchange rate changes on cash and cash equivalents and other	(2,724)	(52)
Net increase in cash and cash equivalents	51,166	30,913

Signature	Title		Date	
Cash and cash equivalents, beginning of period		70,215		53,199
Cash and cash equivalents, end of period	$	121,381	$	84,112

The accompanying notes are an integral part of these consolidated financial statements.

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WEIGHT WATCHERS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

1. Basis of Presentation

The accompanying consolidated financial statements include the accounts of Weight Watchers International, Inc. and all of its subsidiaries. The term Company as used throughout these notes is used to indicate Weight Watchers International, Inc. and all of its businesses consolidated for purposes of its financial statements. The term WWI as used throughout these notes is used to indicate Weight Watchers International, Inc. and all of the Company s businesses other than WW.com. The term WW.com as used throughout these notes is used to indicate WeightWatchers.com, Inc. and all of the Company s Internet-based businesses.

The consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) and include amounts that are based on management s best estimates and judgments. While all available information has been considered, actual amounts could differ from those estimates. The consolidated financial statements are unaudited but, in the opinion of management, reflect all adjustments including those of a normal recurring nature necessary for a fair statement of the interim results presented.

These statements should be read in conjunction with the Company s Annual Report on Form 10-K for fiscal 2012, which includes additional information about the Company, its results of operations, its financial position and its cash flows.

2. Summary of Significant Accounting Policies

Recently Issued Accounting Pronouncements:

In February 2013, the Financial Accounting Standards Board (the FASB) issued updated guidance on the reporting of amounts reclassified out of accumulated other comprehensive income. This guidance requires companies to present either parenthetically on the face of the financial statements or in the notes, significant amounts reclassified from each component of accumulated other comprehensive income and the income statement line items affected by the reclassification. An entity would not need to show the income statement line item affected for certain components that are not required to be reclassified in their entirety to net income. This guidance is effective for annual periods, and interim periods within those periods, beginning after December 15, 2012. The Company adopted the provisions of this guidance in the first quarter of fiscal 2013, and such adoption did not affect the consolidated financial position, results of operations or cash flows of the Company.

Reclassification:

Certain prior year amounts have been reclassified to conform to the current period presentation.

Revisions:

As disclosed in the Company s Annual Report on Form 10-K for fiscal 2012, prior to fiscal year ended December 29, 2012, the Company had included certain amounts due from third-party credit card companies within accounts receivable and other amounts within cash. The consolidated statement of cash flows for the fiscal period ended March 31, 2012 has been corrected to consistently include all such amounts within cash. The effect of the revision on the previously reported amounts was to reduce cash provided by operating activities by $1,229 and increase cash and cash equivalents beginning of period by $5,730. Separately, the Company identified a correction in the statement of cash flows for the fiscal period ended March 31, 2012 as it relates to foreign currency activity, resulting in a reclassification between accrued liabilities and effect of exchange rate changes on cash and cash equivalents and other in the amount of $4,766, which reduced cash provided by operating activities by a corresponding amount. These adjustments were not considered to be material individually or in the aggregate to previously issued financial statements. However, because of the significance of these adjustments, the Company revised its consolidated statement of cash flows for the fiscal period ended March 31, 2012. These revisions had no impact on the consolidated balance sheets, consolidated statements of income or consolidated statements of comprehensive income for the period.

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WEIGHT WATCHERS INTERNATIONAL, INC. AND SUBSIDIARIES

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(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

For a discussion of the Company s other significant accounting policies, see Summary of Significant Accounting Policies in the Notes to Consolidated Financial Statements of the Company s Annual Report on Form 10-K for fiscal 2012.

3. Acquisitions of Franchisees

The acquisitions of franchisees have been accounted for under the purchase method of accounting and, accordingly, earnings of acquired franchisees have been included in the consolidated operating results of the Company since the applicable date of acquisition. During the first quarter of fiscal 2013 and the third and fourth quarters of fiscal 2012, the Company acquired certain assets of its franchisees as outlined below.

On March 4, 2013, the Company acquired substantially all of the assets of its Alberta and Saskatchewan, Canada franchisees, Weight Watchers of Alberta Ltd. and Weight Watchers of Saskatchewan Ltd., for an aggregate purchase price of $35,000. The total purchase price has been preliminarily allocated to franchise rights acquired ($30,545), goodwill ($4,175), customer relationship value ($473), inventory ($218), fixed assets ($182) and prepaid expenses ($3) offset by deferred revenue of $596.

On September 10, 2012, the Company acquired substantially all of the assets of its Southeastern Ontario and Ottawa, Canada franchisee, Slengora Limited, for a net purchase price of $16,755 plus assumed liabilities of $245. The total purchase price has been allocated to franchise rights acquired ($9,871), goodwill ($6,779), customer relationship value ($180), fixed assets ($81), inventory ($66) and prepaid expenses ($23).

On November 2, 2012, the Company acquired substantially all of the assets of its Adirondacks franchisee, Weight Watchers of the Adirondacks, Inc., for a purchase price of $3,400. The total purchase price has been allocated to franchise rights acquired ($2,216), goodwill ($1,156), customer relationship value ($37), inventory ($29) and prepaid expenses ($10) offset by deferred revenue of $48.

On December 20, 2012, the Company acquired substantially all of the assets of its Memphis, Tennessee franchisee, Weight Watchers of the Mid-South, Inc., for a purchase price of $10,000. The total purchase price has been allocated to franchise rights acquired ($8,396), goodwill ($1,461), customer relationship value ($209), inventory ($35), receivables ($9) and fixed assets ($4) offset by deferred revenue of $114.

The acquisitions resulted in goodwill related to, among other things, expected synergies in operations. The Company expects that the majority of goodwill recorded in connection with the above acquisitions will be deductible for tax purposes. The effect of these franchise acquisitions was not material to the Company s consolidated financial position, results of operations, or operating cash flows in the periods presented.

4. Franchise Rights Acquired, Goodwill and Other Intangible Assets

Franchise rights acquired are due to acquisitions of the Company s franchised territories. The franchise rights acquired allocated to the WW.com reporting segment relate to the acquisition of franchise promotion agreements associated with the acquired franchise territories. For the three months ended March 30, 2013, the change in the carrying value of franchise rights acquired is due to the Company s acquisition of its Alberta and Saskatchewan, Canada franchisees and the effect of exchange rate changes as follows:

	WWI Segment	WW.com Segment	Total
Balance as of December 29, 2012	$ 777,826	$ 9,181	$ 787,007

Franchise rights acquired during the quarter	12,926	17,619	30,545
Effect of exchange rate changes	(1,249)	(14)	(1,263)
Balance as of March 30, 2013	$ 789,503	$ 26,786	$ 816,289

WEIGHT WATCHERS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

Goodwill is due to the acquisition of the Company by H.J. Heinz Company (Heinz) in 1978, the acquisition of WW.com in 2005 and the acquisitions of the Company s franchised territories. For the three months ended March 30, 2013, the change in the carrying amount of goodwill is due to the Company s acquisition of its Alberta and Saskatchewan, Canada franchisees and the effect of exchange rate changes, as follows:

	WWI Segment	WW.com Segment	Total
Balance as of December 29, 2012	$ 28,721	$ 30,693	$ 59,414
Goodwill acquired during the quarter	1,791	2,384	4,175
Effect of exchange rate changes	(67)	(53)	(120)
Balance as of March 30, 2013	$ 30,445	$ 33,024	$ 63,469

Aggregate amortization expense for finite-lived intangible assets was recorded in the amounts of $5,817 and $4,329 for the three months ended March 30, 2013 and March 31, 2012, respectively.

The carrying amount of finite-lived intangible assets as of March 30, 2013 and December 29, 2012 was as follows:

	March 30, 2013		December 29, 2012	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Capitalized software costs	$ 87,544	$ 56,867	$ 86,857	$ 54,134
Trademarks	10,421	9,705	10,342	9,615
Website development costs	60,034	40,678	57,042	38,357
Other	7,035	6,705	7,034	6,689
	$ 165,034	$ 113,955	$ 161,275	$ 108,795

Estimated amortization expense of existing finite-lived intangible assets for the next five fiscal years is as follows:

Remainder of fiscal 2013	$ 15,771
Fiscal 2014	$ 18,015
Fiscal 2015	$ 11,773
Fiscal 2016	$ 3,608
Fiscal 2017	$ 811

WEIGHT WATCHERS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

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5. Long-Term Debt

The components of the Company s long-term debt are as follows:

	March 30, 2013		December 29, 2012	
	Balance	Effective Rate	Balance	Effective Rate
Revolver A-1 due June 30, 2014	$ 17,210	3.22%	$ 6,374	3.12%
Revolver A-2 due March 15, 2017	63,790	2.97%	23,626	2.56%
Term A-1 Loan due January 26, 2013	0	1.56%	38,226	1.53%
Term B Loan due January 26, 2014	129,101	1.81%	129,445	1.90%
Term C Loan due June 30, 2015	112,205	2.56%	113,808	2.72%
Term D Loan due June 30, 2016	117,915	2.56%	118,217	2.77%
Term E Loan due March 15, 2017	1,139,848	2.51%	1,154,651	2.53%
Term F Loan due March 15, 2019	819,952	4.00%	822,017	3.92%
Total Debt	2,400,021	3.00%	2,406,364	2.91%
Less Current Portion	204,197		114,695	
Total Long-Term Debt	$ 2,195,824		$ 2,291,669	

The Company s credit facilities at the end of the first quarter of fiscal 2013 consisted of the following term loan facilities and revolving credit facilities: a tranche A-1 loan (Term A-1 Loan), a tranche B loan (Term B Loan), a tranche C loan (Term C Loan), a tranche D loan (Term D Loan), a tranche E loan (Term E Loan), a tranche F loan (Term F Loan), revolving credit facility A-1 (Revolver A-1) and revolving credit facility A-2 (Revolver A-2).

After the end of the Company s first fiscal quarter of fiscal 2013, on April 2, 2013, the Company refinanced its credit facilities pursuant to a Credit Agreement (the New Credit Agreement) among the Company, the lenders party thereto, JPMorgan Chase Bank, N.A., as administrative agent, and an issuing bank, The Bank of Nova Scotia, as revolving agent, swingline lender and an issuing bank, and the other parties thereto. The New Credit Agreement provides for (a) a revolving credit facility (including swing line loans and letters of credit) in an initial aggregate principal amount of $250,000 that will mature on April 2, 2018 (the Revolving Facility), (b) an initial term B-1 loan credit facility in an aggregate principal amount of $300,000 that will mature on April 2, 2016 (the Tranche B-1 Term Facility) and (c) an initial term B-2 loan credit facility in an aggregate principal amount of $2,100,000 that will mature on April 2, 2020 (the Tranche B-2 Term Facility , and together with the Tranche B-1 Term Facility, the Term Facilities ; the Term Facilities and Revolving Facility collectively, the WWI Credit Facility). In connection with this refinancing, the Company used the proceeds from borrowings under the Term Facilities to pay off a total of $2,399,904 of outstanding loans, consisting of $128,759 of Term B Loans, $110,602 of Term C Loans, $117,612 of Term D Loans, $1,125,044 of Term E Loans, $817,887 of Term F Loans, $21,247 of loans under the Revolver A-1 and $78,753 of loans under the Revolver A-2. Following the refinancing of a total of $2,399,904 of loans, at April 2, 2013, the Company had $2,400,000 debt outstanding under the Term Facilities and $248,848 of availability under the Revolving Facility. The proceeds from borrowings under the Revolving Facility (including swing line loans and letters of credit) will be used for working capital and general corporate purposes. Borrowings under the New Credit Agreement bear interest at a rate equal to, at the Company s option, LIBOR plus an applicable margin or a base rate plus an applicable margin. Borrowings under the Tranche B-1 Term Facility initially bear interest at LIBOR plus an applicable margin of 2.75% or base rate plus an applicable margin of 1.75%. Borrowings under the Tranche B-2 Term Facility initially bear interest at LIBOR plus an applicable margin of 3.00% or base rate plus an applicable margin of 2.00%. Borrowings under the Revolving Facility initially bear interest at LIBOR or base rate plus an applicable margin which will fluctuate depending upon the Company s total leverage ratio. At the Company s total leverage ratio as of April 2, 2013, borrowings under the Revolving Facility bear

interest at LIBOR plus an applicable margin of 2.25% or base rate plus an applicable margin of 1.25%. LIBOR under the Tranche B-2 Term Facility is subject to

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WEIGHT WATCHERS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

a minimum interest rate of 0.75% and the base rate under the Tranche B-2 Term Facility is subject to a minimum interest rate of 1.75%. The applicable margin relating to both of the Term Facilities will increase by 25 basis points in the event that the Company receives a corporate rating of BB- from S&P (or lower) and a corporate rating of Ba3 from Moody s (or lower). On a quarterly basis, the Company will pay a commitment fee to the lenders under the Revolving Facility in respect of unutilized commitments thereunder, which commitment fee will fluctuate depending upon the Company s total leverage ratio. At the Company s total leverage ratio as of April 2, 2013, the commitment fee will be 0.40% per annum. The Company also will pay customary letter of credit fees and fronting fees under the Revolving Facility. In connection, with this refinancing, the Company incurred fees of approximately $45,000 during the second quarter of fiscal 2013. In the second quarter of fiscal 2013, the Company expects to record a charge of $21,685 in early extinguishment of debt primarily reflecting the write-off of a portion of previously capitalized deferred financing costs.

The New Credit Agreement contains customary covenants including covenants that, in certain circumstances, restrict the Company s ability to incur additional indebtedness, pay dividends on and redeem capital stock, make other payments, including investments, sell its assets and enter into consolidations, mergers and transfers of all or substantially all of its assets. The Revolving Facility also requires the Company to maintain a specified financial ratio, but only if borrowings under the Revolving Facility exceed 20.0% of revolving commitments. The Term Facilities do not require the Company to maintain any financial ratios.

6. Treasury Stock

On February 23, 2012, the Company commenced a modified Dutch auction tender offer for up to $720,000 in value of its common stock at a purchase price not less than $72.00 and not greater than $83.00 per share (the Tender Offer). Prior to the Tender Offer, on February 14, 2012, the Company entered into an agreement (the Purchase Agreement) with Artal Holdings Sp. z o.o., Succursale de Luxembourg (Artal Holdings) whereby Artal Holdings agreed to sell to the Company, at the same price as was determined in the Tender Offer, such number of its shares of the Company s common stock that, upon the closing of this purchase after the completion of the Tender Offer, Artal Holdings percentage ownership in the outstanding shares of the Company s common stock would be substantially equal to its level prior to the Tender Offer. Artal Holdings also agreed not to participate in the Tender Offer so that it would not affect the determination of the purchase price of the shares in the Tender Offer.

The Tender Offer expired at midnight, New York time, on March 22, 2012, and on March 28, 2012 the Company repurchased 8,780 shares at a purchase price of $82.00 per share. On April 9, 2012, the Company repurchased 9,499 of Artal Holdings shares at a purchase price of $82.00 per share pursuant to the Purchase Agreement. In March 2012, the Company amended and extended the then existing credit facilities to finance these repurchases. For a discussion of the Company s amendment and extension of the then existing credit facilities, see Long-Term Debt in the Notes to Consolidated Financial Statements of the Company s Annual Report on Form 10-K for fiscal 2012.

On October 9, 2003, the Company s Board of Directors authorized and the Company announced a program to repurchase up to $250,000 of the Company s outstanding common stock. On each of June 13, 2005, May 25, 2006 and October 21, 2010, the Company s Board of Directors authorized and the Company announced adding $250,000 to the program. The repurchase program allows for shares to be purchased from time to time in the open market or through privately negotiated transactions. No shares will be purchased from Artal Holdings and its parents and subsidiaries under the program. The repurchase program currently has no expiration date.

During the three months ended March 30, 2013 and March 31, 2012, the Company purchased no shares of its common stock in the open market under the repurchase program. The repurchase of shares of common stock under the Tender Offer and from Artal Holdings pursuant to the Purchase Agreement was not made pursuant to the Company s existing stock repurchase program.

7. Earnings Per Share

Basic earnings per share (EPS) are calculated utilizing the weighted average number of common shares outstanding during the periods presented. Diluted EPS is calculated utilizing the weighted average number of common shares outstanding during the periods presented adjusted for the effect of dilutive common stock equivalents.

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WEIGHT WATCHERS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

The following table sets forth the computation of basic and diluted EPS:

	Three Months Ended	
	March 30, 2013	March 31, 2012
Numerator:		
Net income	$ 48,753	$ 54,605
Denominator:		
Weighted average shares of common stock outstanding	55,801	73,343
Effect of dilutive common stock equivalents	444	821
Weighted average diluted common shares outstanding	56,245	74,164
Earnings per share		
Basic	$ 0.87	$ 0.74
Diluted	$ 0.87	$ 0.74

The number of anti-dilutive common stock equivalents excluded from the calculation of weighted average shares for diluted EPS was 1,056 and 129 for the three months ended March 30, 2013 and March 31, 2012, respectively.

8. Stock Plans

On May 6, 2008 and May 12, 2004, respectively, the Company s shareholders approved the 2008 Stock Incentive Plan (the 2008 Plan) and the 2004 Stock Incentive Plan (the 2004 Plan and together with the 2008 Plan, the Stock Plans). These plans are designed to promote the long-term financial interests and growth of the Company by attracting, motivating and retaining employees with the ability to contribute to the success of the business and to align compensation for the Company s employees over a multi-year period directly with the interests of the shareholders of the Company. The Company s Board of Directors or a committee thereof administers the Stock Plans.

9. Income Taxes

The effective tax rate for both the three months ended March 30, 2013 and March 31, 2012 was 38.5%. For both the three months ended March 30, 2013 and March 31, 2012, the primary differences between the US federal statutory tax rate and the Company s effective tax rate were state income taxes and increases in valuation allowances, offset by lower rates in certain foreign jurisdictions.

10. Legal

Due to the nature of the Company s activities, it is also, at times, subject to pending and threatened legal actions that arise out of the ordinary course of business. In the opinion of management, based in part upon advice of legal counsel, the disposition of any such matters is not expected to have a material effect on the Company s results of operations, financial condition or cash flows. However, the results of legal actions cannot be predicted with certainty. Therefore, it is possible that the Company s results of operations, financial condition or cash flows could be materially adversely affected in any particular period by the unfavorable resolutions of one or more legal actions.

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WEIGHT WATCHERS INTERNATIONAL, INC. AND SUBSIDIARIES

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11. Derivative Instruments and Hedging

As of March 30, 2013 and March 31, 2012, the Company had in effect interest rate swaps with notional amounts totaling $470,000 and $755,000, respectively. In January 2009, the Company entered into a forward-starting interest rate swap with an effective date of January 4, 2010 and a termination date of January 27, 2014. During the remaining term of this forward-starting interest rate swap, the notional amount will fluctuate, but will be no higher than the amount outstanding as of the end of the first fiscal quarter. The initial notional amount was $425,000 and the highest notional amount was $755,000.

As of March 30, 2013 and March 31, 2012, cumulative unrealized losses for qualifying hedges were reported as a component of accumulated other comprehensive income in the amounts of $5,005 ($8,205 before taxes) and $11,521 ($18,886 before taxes), respectively. For the three months ended March 30, 2013 and March 31, 2012, there were no fair value adjustments recorded in the Statement of Net Income since all hedges were considered qualifying and effective.

The Company expects approximately $5,005 ($8,205 before taxes) of derivative losses included in accumulated other comprehensive income at March 30, 2013, based on current market rates, will be reclassified into earnings within the next 12 months given that the Company is hedging forecasted transactions for periods not exceeding the next ten months.

12. Fair Value Measurements

Accounting guidance on fair value measurements for certain financial assets and liabilities requires that assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

When measuring fair value, the Company is required to maximize the use of observable inputs and minimize the use of unobservable inputs.

Fair Value of Financial Instruments

The Company s significant financial instruments include long-term debt and interest rate swap agreements.

The fair value of the Company s long-term debt is determined by utilizing average bid prices on or near the end of each fiscal quarter (Level 2 input). As of March 30, 2013 and March 31, 2012, the fair value of the Company s long-term debt was approximately $2,403,021 and $1,742,151, respectively.

Derivative Financial Instruments

The fair values for the Company s derivative financial instruments are determined using observable current market information such as the prevailing LIBOR interest rate and LIBOR yield curve rates and include consideration of counterparty credit risk. See Note 11 for disclosures related to derivative financial instruments.

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The following table presents the aggregate fair value of the Company s derivative financial instruments:

	Total Fair Value	Fair Value Measurements Using: Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Interest rate swap asset at March 30, 2013	$ 0	$ 0	$ 0	$ 0
Interest rate swap asset at December 29, 2012	$ 0	$ 0	$ 0	$ 0
Interest rate swap liability at March 30, 2013	$ 10,828	$ 0	$ 10,828	$ 0
Interest rate swap liability at December 29, 2012	$ 13,871	$ 0	$ 13,871	$ 0

13. Accumulated Other Comprehensive Income

Amounts reclassified out of accumulated other comprehensive income are as follows:

Changes in Accumulated Other Comprehensive Income by Component [(a)]

	Three Months Ended March 30, 2013		
	Loss on Qualifying Hedges	Foreign Currency Translation Adjustments	Total
Beginning Balance at December 29, 2012	$ (6,602)	$ 19,461	$ 12,859
Other comprehensive loss before reclassifications, net of tax	(24)	(33)	(57)
Amounts reclassified from accumulated other comprehensive income, net of tax [(b)]	1,621	0	1,621
Net current period other comprehensive income (loss)	1,597	(33)	1,564
Ending Balance at March 30, 2013	$ (5,005)	$ 19,428	$ 14,423

(a) Amounts in parentheses indicate debits

(b) See separate table below for details about these reclassifications

WEIGHT WATCHERS INTERNATIONAL, INC. AND SUBSIDIARIES

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Reclassifications out of Accumulated Other Comprehensive Income [a]

Details about Other Comprehensive Income Components	Three Months Ended March 30, 2013 Amounts Reclassified from Accumulated Other Comprehensive	Affected Line Item in the Statement Where Net Income is Presented
Loss on Qualifying Hedges		
Interest rate contracts	$ (2,657)	Interest expense
	(2,657)	Income before income taxes
	1,036	Provision for income taxes
	$ (1,621)	Net income

[a] Amounts in parentheses indicate debits to profit/loss

14. Segment Data

The Company has two reportable segments: WWI and WW.com. WWI has multiple operating segments which have been aggregated into one reportable segment. WWI and WW.com are two separate and distinct businesses for which discrete financial information is available. This discrete financial information is maintained and managed separately and is reviewed regularly by the chief operating decision maker.

Information about the Company s reportable segments is as follows:

	Three Months Ended March 30, 2013		
	WWI	WW.com	Consolidated
Total revenue	$ 344,776	$ 142,152	$ 486,928
Depreciation and amortization	$ 9,584	$ 2,685	$ 12,269
Operating income	$ 40,852	$ 62,267	$ 103,119
Interest expense			22,550
Other expense, net			1,296

Provision for taxes		30,520
Net income	$	48,753

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WEIGHT WATCHERS INTERNATIONAL, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

	Three Months Ended March 31, 2012		
	WWI	WW.com	Consolidated
Total revenue	$ 375,342	$ 128,193	$ 503,535
Depreciation and amortization	$ 7,475	$ 2,524	$ 9,999
Operating income	$ 57,312	$ 45,462	$ 102,774
Interest expense			13,167
Other income, net			(509)
Early extinguishment of debt			1,328
Provision for taxes			34,183
Net income			$ 54,605

There has not been a material change in total assets from the Company s Annual Report on Form 10-K for fiscal 2012.

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CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS

Except for historical information contained herein, this Quarterly Report on Form 10-Q includes forward-looking statements, within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, including, in particular, the statements about our plans, strategies and prospects under the heading Management s Discussion and Analysis of Financial Condition and Results of Operations. We have generally used the words may, will, could, expect, anticipate, believe, estimate, plan, intend and similar expressions in this Quarterly Report on Form 10-Q to identify forward-looking statements. We have based these forward-looking statements on our current views with respect to future events and financial performance. Actual results could differ materially from those projected in these forward-looking statements. These forward-looking statements are subject to risks, uncertainties and assumptions, including, among other things:

competition from other weight management industry participants or the development of more effective or more favorably perceived weight management methods;

our ability to continue to develop innovative new services and products and enhance our existing services and products, or the failure of our services and products to continue to appeal to the market;

the effectiveness of our marketing and advertising programs;

the impact on the Weight Watchers brand of actions taken by our franchisees, licensees and suppliers;

risks and uncertainties associated with our international operations, including economic, political and social risks and foreign currency risks;

our ability to successfully make acquisitions or enter into joint ventures, including our ability to successfully integrate, operate or realize the projected benefits of such businesses;

uncertainties related to a downturn in general economic conditions or consumer confidence;

the seasonal nature of our business;

the impact of events that discourage or impede people from gathering with others or accessing resources;

our ability to enforce our intellectual property rights both domestically and internationally, as well as the impact of our involvement in any claims related to intellectual property rights;

uncertainties regarding the satisfactory operation of our information technology or systems;

the impact of security breaches or privacy concerns;

- the impact of disputes with our franchise operators;
- the impact of existing and future laws and regulations;
- the impact of our debt service obligations and restrictive debt covenants;
- the possibility that the interests of our majority owner will conflict with other holders of our common stock; and
- other risks and uncertainties, including those detailed from time to time in our periodic reports filed with the Securities and Exchange Commission.

You should not put undue reliance on any forward-looking statements. You should understand that many important factors, including those discussed herein, could cause our results to differ materially from those expressed or suggested in any forward-looking statement. Except as required by law, we do not undertake any obligation to update or revise these forward-looking statements to reflect new information or events or circumstances that occur after the date of this Quarterly Report on Form 10-Q or to reflect the occurrence of unanticipated events or otherwise.

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Weight Watchers International, Inc. is a Virginia corporation with its principal executive offices in New York, New York. In this Quarterly Report on Form 10-Q unless the context indicates otherwise: we, us, our and the Company refer to Weight Watchers International, Inc. and all of its businesses consolidated for purposes of its financial statements; Weight Watchers International and WWI refer to Weight Watchers International, Inc. and all of the Company s businesses other than WeightWatchers.com; WeightWatchers.com refers to WeightWatchers.com, Inc. and all of the Company s Internet-based businesses; and NACO refers to our North American Company-owned meeting operations.

Our fiscal year ends on the Saturday closest to December 31st and consists of either 52- or 53-week periods. In this Quarterly Report on Form 10-Q:

fiscal 2012 refers to our fiscal year ended December 29, 2012;

fiscal 2013 refers to our fiscal year ended December 28, 2013;

fiscal 2014 refers to our fiscal year ended January 3, 2015;

fiscal 2015 refers to our fiscal year ended January 2, 2016;

fiscal 2016 refers to our fiscal year ended December 31, 2016; and

fiscal 2017 refers to our fiscal year ended December 30, 2017.

The following terms used in this Quarterly Report on Form 10-Q are our trademarks: *Weight Watchers®*, ***PointsPlus®*** and *ActiveLink®*.

You should read the following discussion in conjunction with our Annual Report on Form 10-K for fiscal 2012 that includes additional information about us, our results of operations, our financial position and our cash flows, and with our unaudited consolidated financial statements and related notes included in Item 1 of this Quarterly Report on Form 10-Q (collectively, the Consolidated Financial Statements).

USE OF CONSTANT CURRENCY

As exchange rates are an important factor in understanding period-to-period comparisons, we believe the presentation of results on a constant currency basis in addition to reported results helps improve investors ability to understand our operating results and evaluate our performance in comparison to prior periods. Constant currency information compares results between periods as if exchange rates had remained constant period-over-period. We use results on a constant currency basis as one measure to evaluate our performance. In this Quarterly Report on Form 10-Q, we calculate constant currency by calculating current-year results using prior-year foreign currency exchange rates. We generally refer to such amounts calculated on a constant currency basis as excluding or adjusting for the impact of foreign currency. These results should be considered in addition to, not as a substitute for, results reported in accordance with accounting principles generally accepted in the United States, or GAAP. Results on a constant currency basis, as we present them, may not be comparable to similarly titled measures used by other companies and are not measures of performance presented in accordance with GAAP.

CRITICAL ACCOUNTING POLICIES

For a discussion of the critical accounting policies affecting us, see Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies of our Annual Report on Form 10-K for fiscal 2012. Our critical accounting policies have not changed since the end of fiscal 2012.

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RESULTS OF OPERATIONS

OVERVIEW

Total paid weeks in fiscal 2012 continued to grow in each fiscal quarter versus the prior year period, but at a slower rate as we moved through the year due to a challenging recruitment environment, particularly for our global meetings business.

The fiscal 2013 winter diet season proved to be challenging given the tough economic environment and intense competition. While paid weeks growth in the first quarter of fiscal 2013 versus the prior year period remained positive at 1.4%, recruitments in both the global meetings and US Weight Watchers Online business were weak in the quarter. In response, we have made several adjustments to improve our position in the market with consumers, including a new spring advertising campaign. Further, we implemented a comprehensive cost savings program.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 30, 2013 COMPARED TO THE THREE MONTHS ENDED MARCH 31, 2012

The table below sets forth selected financial information for the first quarter of fiscal 2013 from our consolidated statements of net income for the three months ended March 30, 2013 versus selected financial information for the first quarter of fiscal 2012 from our consolidated statements of net income for the three months ended March 31, 2012:

Summary of Selected Financial Data

	(In millions, except per share amounts) For the Three Months Ended			
	March 30, 2013	March 31, 2012	Increase/ (Decrease)	% Change
Revenues, net	$ 486.9	$ 503.5	$ (16.6)	(3.3%)
Cost of revenues	206.8	215.2	(8.4)	(3.9%)
Gross profit	280.2	288.4	(8.2)	(2.8%)
Gross Margin %	*57.5%*	*57.3%*		
Marketing expenses	118.9	130.3	(11.4)	(8.8%)
Selling, general & administrative expenses	58.1	55.3	2.8	5.1%
Operating income	103.1	102.8	0.3	0.3%
Operating Income Margin %	*21.2%*	*20.4%*		
Interest expense	22.6	13.2	9.4	71.3%
Other expense/(income), net	1.3	(0.5)	1.8	(100.0%)
Early extinguishment of debt		1.3	(1.3)	(100.0%)
Income before income taxes	79.3	88.8	(9.5)	(10.7%)
Provision for income taxes	30.5	34.2	(3.7)	(10.7%)
Net income	$ 48.8	$ 54.6	$ (5.9)	(10.7%)
Weighted average diluted shares outstanding	56.2	74.2	(17.9)	(24.2%)
Diluted EPS	$ 0.87	$ 0.74	$ 0.13	17.7%

Note: Totals may not sum due to rounding.

Consolidated Results

Revenues

Net revenues were $486.9 million in the first quarter of fiscal 2013, as compared to $503.5 million in the first quarter of fiscal 2012. Excluding the impact of foreign currency, which negatively impacted our revenues for the first quarter of fiscal 2013 by $0.6 million, net revenues in the first quarter of fiscal 2013 declined 3.2% versus the prior year period. The revenue decline in the first quarter of fiscal 2013 was driven by declines in the meetings business globally, most notably in the NACO and the UK meetings businesses. The decline in NACO and the UK meetings businesses was driven in large part by a lower incoming active base at the start of fiscal 2013 as compared to fiscal 2012, as well as, recruitment softness in the first quarter of fiscal 2013 caused by difficult macroeconomic factors in these markets, particularly consumer confidence which has been negatively impacted by the combination of continued uncertainty about the economy and the impact of local changes such as the retirement of the US payroll tax holiday. Our Continental European meetings business, which cycled against a new program innovation and benefited from new marketing strategies in the prior year first quarter, also experienced a decline in revenue on a constant currency basis. These declines in the meetings businesses were partially offset by growth in WeightWatchers.com which benefited from a higher active Online subscriber base at the start of fiscal 2013 as compared to fiscal 2012.

The combination of the above factors also led to an 8.1% decline in global meeting paid weeks in first quarter of fiscal 2013 versus the prior year period. With the benefit of starting fiscal 2013 with a higher active Online subscriber base, WeightWatchers.com experienced growth of 10.3% in Online paid weeks versus the prior year period. The increase in Online paid weeks more than offset the decline in meeting paid weeks, which resulted in a 1.4% increase in global paid weeks in the first quarter of fiscal

2013 versus the prior year period. Global attendance in the first quarter of fiscal 2013 declined 17.4% in comparison to the first quarter of fiscal 2012. We have been seeing a widening in the gap between attendance and paid weeks, which is a natural function of the increase in the average tenure of our Monthly Pass active base. Our end of period active Online subscriber base increased 6.2% in the first quarter of fiscal 2013 versus the prior year period and was negatively impacted by recruitment weakness in the first quarter of fiscal 2013 in the United States.

Gross Profit and Operating Income

Gross profit for the first quarter of fiscal 2013 of $280.2 million decreased $8.2 million, or 2.8%, from $288.4 million in the first quarter of fiscal 2012. Excluding the impact of foreign currency which negatively impacted gross profit for the first quarter of fiscal 2013 by $0.4 million, gross profit in the first quarter of fiscal 2013 decreased by $7.9 million, or 2.7%, versus the prior year period. Operating income for the first quarter of fiscal 2013 was $103.1 million, an increase of $0.3 million, or 0.3%, from $102.8 million in the first quarter of fiscal 2012. Excluding the impact of foreign currency which negatively impacted operating income for the first quarter of fiscal 2013 by $0.7 million, operating income in the first quarter of fiscal 2013 increased by $1.1 million, or 1.0%, versus the prior year period. This increase in operating income was primarily the result of more efficient spending in marketing in the first quarter of fiscal 2013 versus the prior year period, driven by a combination of the decision made last year to not invest in a Weight Watchers Online US men s specific marketing campaign for fiscal 2013 and achieving lower and more efficient digital marketing spend in the United States. Our gross margin in the first quarter of fiscal 2013 increased to 57.5% from 57.3% in the first quarter of fiscal 2012, and operating income margin in the first quarter of fiscal 2013 increased to 21.2% from 20.4% in the first quarter of fiscal 2012. See Components of Expenses and Margins for additional details.

Net Income and Earnings Per Share

Net income in the first quarter of fiscal 2013 declined 10.7% from $54.6 million in the first quarter of fiscal 2012 to $48.8 million. Despite the increase in operating income, higher interest expense resulting from our financing of our repurchase of shares in the Tender Offer (defined below) and related share repurchase from Artal Holdings (defined below) further reduced net income in the first quarter of fiscal 2013.

Earnings per fully diluted share in the first quarter of fiscal 2013 were $0.87, an increase of $0.13 from $0.74 in the first quarter of fiscal 2012. Earnings per fully diluted share in the first quarter of fiscal 2013 benefited from our repurchase of shares in the Tender Offer and the related share repurchase from Artal Holdings as our weighted average diluted shares outstanding for the first quarter of fiscal 2013 decreased to 56.2 million from 74.2 million in the prior year period. See Liquidity and Capital Resources Dividends and Stock Transactions for a description of the Tender Offer and related share repurchase from Artal Holdings.

Components of Revenue and Volumes

We derive our revenues principally from meeting fees, Internet revenues, products sold in meetings and licensed products sold in retail channels. In addition, we generate other revenue from royalties paid to us by our franchisees, subscriptions to our branded magazines, and advertising in our publications.

Meeting Fees

Global meeting fees for the first quarter of fiscal 2013 were $236.0 million, a decrease of $16.5 million, or 6.5%, from $252.5 million in the prior year period. Excluding the impact of foreign currency, which decreased our global meeting fees for the first quarter of fiscal 2013 by $0.4 million, global meeting fees in the first quarter of fiscal 2013 decreased by 6.4% versus the prior year period. The decline in meeting fees was driven by an 8.1% decline in global meeting paid weeks in the first quarter of fiscal 2013 to 24.3 million from 26.5 million in the prior year period. The decline in meeting paid weeks was driven by a lower meeting membership base at the beginning of the first quarter of fiscal 2013 versus the beginning of the first quarter of fiscal 2012 as well as by the lower enrollments in the first quarter of fiscal 2013 as compared to the prior year period. Global attendance decreased 17.4% to 13.0 million in the first quarter of fiscal 2013 from 15.8 million in the first quarter of fiscal 2012.

In NACO, meeting fees in the first quarter of fiscal 2013 were $166.0 million, a decrease of $9.2 million, or 5.2%, from $175.1 million in the first quarter of fiscal 2012. The decline in meeting fees was driven primarily by a 6.5% decline in NACO meeting paid weeks from 17.3 million in the first quarter of fiscal 2012 to 16.2 million in the first quarter of fiscal 2013. The decline in meeting paid weeks primarily resulted from the lower meeting membership base at the beginning of the first quarter of fiscal 2013 versus the beginning of the first quarter of fiscal 2012 as well as by lower enrollments in the first quarter of fiscal 2013 versus the prior year period. Lower enrollments in the first quarter of fiscal 2013 were driven by a difficult macroeconomic environment in the United States. Although we introduced our new Weight Watchers 360° program in December 2012, this new program was not as effective in driving trial as compared to the ***PointsPlus*** innovation. In the first quarter of fiscal 2013, NACO attendance decreased 15.9% to 8.2 million from 9.8 million in the first quarter of fiscal 2012. The Company completed three franchise acquisitions in NACO in the second half of fiscal 2012 as well as a fourth franchise acquisition in March 2013. These franchise acquisitions benefitted NACO meeting fees in the first quarter of fiscal 2013 by approximately 1.5%.

International meeting fees in the first quarter of fiscal 2013 were $70.0 million, a decrease of $7.4 million, or 9.5%, from $77.4 million in the prior year period. Excluding the impact of foreign currency, which decreased international meeting fees for the first quarter of fiscal 2013 by $0.3 million, international meeting fees declined by 9.1% in the first quarter of fiscal 2013 versus the prior year period. In the first quarter of fiscal 2013, the decline in meeting fees was driven by an 11.3% decline in international meeting paid weeks in the quarter versus the prior year period. Meeting paid weeks performance in the first quarter of fiscal 2013 was driven by declines in enrollments in most of our international markets in the quarter versus the prior year period. International attendance decreased by 19.9% in the first quarter of fiscal 2013 versus the prior year period.

In the first quarter of fiscal 2013, UK meeting fees decreased by 17.6% to $23.6 million from $28.6 million in the first quarter of fiscal 2012. Excluding the impact of foreign currency, which decreased UK meeting fees for the first quarter of fiscal 2013 by $0.3 million, UK meeting fees declined by 16.4% in the first quarter of fiscal 2013 versus the prior year period. First quarter fiscal 2013 meeting fees were driven lower primarily by a decline of 17.8% in UK meeting paid weeks versus the prior year period. Meeting paid weeks performance in the first quarter of fiscal 2013 was driven by the lower meeting membership base at the beginning of the first quarter of fiscal 2013 versus the beginning of the first quarter of fiscal 2012 coupled with lower enrollments in the period as compared to enrollment levels in the prior year period. In the first quarter of fiscal 2013, weak macroeconomic trends in the United Kingdom, as well as local competition, contributed to the decline in enrollments. UK attendance decreased by 25.8% in the first quarter of fiscal 2013 versus the prior year period.

Meeting fees in Continental Europe were $36.7 million in the first quarter of fiscal 2013, flat versus the first quarter of fiscal 2012. Excluding the impact of foreign currency, which increased Continental European meeting fees in the first quarter of fiscal 2013 by $0.2 million, Continental European meeting fees decreased by 0.4% in the first quarter of fiscal 2013 as compared to the prior year period. The decrease in meeting fees on a constant currency basis was driven by a decrease of 1.0% in Continental European meeting paid weeks in the first quarter of fiscal 2013 versus the prior year period. The decrease in meeting paid weeks was driven by lower enrollments in the first quarter of fiscal 2013 as compared to the prior year period. These lower enrollments were the result of cycling against very effective new marketing strategies in this region in the prior year period. However, the impact of enrollments on meeting paid weeks was minimized by the higher meeting membership base at the beginning of the first quarter of fiscal 2013 versus the beginning of the first quarter of fiscal 2012. In Continental Europe, attendance decreased by 10.9% in the first quarter of fiscal 2013 versus the prior year period.

In-Meeting Product Sales

Global in-meeting product sales for the first quarter of fiscal 2013 were $74.2 million, a decrease of $12.9 million, or 14.8%, from $87.1 million in the first quarter of fiscal 2012. Excluding the impact of foreign currency, which decreased in-meeting product sales for the first quarter of fiscal 2013 by $0.1 million, global in-meeting product sales in the first quarter of fiscal 2013 declined 14.7% versus the prior

year period. This decrease resulted primarily from a 17.4% decline in global meeting attendance in the first quarter of fiscal 2013 versus the prior year period. Slightly offsetting this decline was an increase in product sales per attendee in the first quarter of fiscal 2013 versus the prior year period. On a per attendee basis, in the first quarter of fiscal 2013, global in-meeting product sales increased 3.2%, or 3.3% on a constant currency basis, versus the prior year period. This increase in in-meeting product sales per attendee in the first quarter of fiscal 2013 was driven by strong per attendee sales of consumables across Continental Europe and in the United Kingdom and the new ActiveLink product in NACO.

In NACO, first quarter fiscal 2013 in-meeting product sales of $42.7 million decreased by $7.5 million, or 15.0%, versus the prior year period. This decrease resulted primarily from a 15.9% attendance decline in the first quarter of fiscal 2013 as compared to the prior year period. In-meeting product sales per attendee increased by 1.1% in the first quarter of fiscal 2013 versus the prior year period as strong first quarter of fiscal 2013 sales of the new ActiveLink product more than offset the decline in sales of consumables and electronics.

International in-meeting product sales were $31.5 million in the first quarter of fiscal 2013, a decrease of 14.6%, or 14.5% on a constant currency basis, versus the prior year period. This decrease was driven primarily by an attendance decline of 19.9% in the first quarter of fiscal 2013 as compared to the first quarter of fiscal 2012, which was largely driven by the United Kingdom. In-meeting product sales per attendee in the first quarter of fiscal 2013 increased by 6.7%, or 6.8% on a constant currency basis, as compared to the prior year period. This increase was the result of strong sales of consumables in the United Kingdom, Germany, France and Belgium driven in part by new product introductions and successful promotions.

Internet Revenues

Internet revenues, which include subscription revenues from sales of our Weight Watchers Online and Weight Watchers eTools products as well as Internet advertising revenues, increased $13.8 million, or 10.9%, to $140.8 million in the first quarter of fiscal 2013 from $126.9 million in the first quarter of fiscal 2012. Excluding the impact of foreign currency, which decreased Internet revenues for the first quarter of fiscal 2013 by $0.1 million, Internet revenues grew by 10.9% in the first quarter of fiscal 2013 versus the prior year period. The higher active Online subscriber base at the start of the first quarter of fiscal 2013, up 18.0%, versus the beginning of the first quarter of fiscal 2012, and effective marketing campaigns in Continental Europe contributed to Online paid weeks growth of 10.3% in the first quarter of fiscal 2013 versus the prior year period. However, the growth trend of Online paid weeks slowed in the first quarter of fiscal 2013 driven by weak sign-up performance in the United States as the difficult macroeconomic environment and the heightened competitive backdrop with the popularity of free fitness and weight loss applications reduced consumer trial for Weight Watchers Online. End of period active Online subscribers increased by 6.2% to 2.5 million at the end of the first quarter of fiscal 2013 as compared to 2.4 million at the end of the first quarter of fiscal 2012.

Other Revenues

Other revenues, comprised primarily of licensing revenues, franchise royalties, revenues from the sale of products by mail and to our franchisees, and revenues from our publications, were $36.0 million for the first quarter of fiscal 2013, a decrease of $1.0 million, or 2.7%, from $37.0 million for the first quarter of fiscal 2012. Excluding the impact of foreign currency, which decreased other revenues for the first quarter of fiscal 2013 by $0.1 million, other revenues were 2.5% lower in the first quarter of fiscal 2013 compared to the prior year period. Franchise commissions and sales of products to our franchisees declined in the aggregate by 27.3% on both a reported basis and on a constant currency basis in the first quarter of fiscal 2013 versus the prior year period. Our by mail product sales and revenues from our publications also declined in the aggregate by 6.1%, or 6.0% on a constant currency basis, in the first quarter of fiscal 2013 versus the prior year period. Global licensing revenues increased by 11.9%, or 12.3% on a constant currency basis, in the first quarter of fiscal 2013 versus the prior year period, partially offsetting the declines described above.

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Components of Expenses and Margins

Cost of Revenues and Gross Margin

Total cost of revenues in the first quarter of fiscal 2013 was $206.8 million, a decline of $8.4 million, or 3.9%, from $215.2 million in the prior year period. Cost of revenues declined at a faster pace than revenues due to the continued shift of revenue towards the higher margin WeightWatchers.com business. Gross profit in the first quarter of fiscal 2013 of $280.2 million decreased $8.2 million, or 2.8%, from $288.4 million in the first quarter of fiscal 2012. Gross margin in the first quarter of fiscal 2013 was 57.5%, as compared to 57.3% in the first quarter of fiscal 2012. Gross margin expansion was driven by the shift of revenue towards the higher margin WeightWatchers.com business. This margin expansion was partially offset by a decline in gross margin in both the meetings business and the WeightWatchers.com business. The decline in the meetings business gross margin was driven by the lower average number of members per meeting, slightly offset by lower costs and price increases taken in some of our markets. The decline in the WeightWatchers.com business gross margin was driven primarily by higher costs associated with our mobile and website releases.

Marketing

Marketing expenses for the first quarter of fiscal 2013 were $118.9 million, a decrease of $11.4 million, or 8.8%, versus the first quarter of fiscal 2012. Excluding the impact of foreign currency, which increased marketing expenses for the first quarter of fiscal 2013 by $0.4 million, marketing expenses were 9.1% lower in the first quarter of fiscal 2013 compared to the prior year period. The decline was driven by a decision not to have a focused Weight Watchers Online US marketing campaign for men for fiscal 2013 and achieving lower and more efficient digital marketing spend in the United States. Offsetting this decline was the increased marketing spend related to the airing of a new spring celebrity TV campaign in the Weight Watchers Online US business featuring Ana Gasteyer. Marketing expenses as a percentage of revenue were 24.4% in the first quarter of fiscal 2013 as compared to 25.9% in the prior year period.

Selling, General and Administrative

Selling, general and administrative expenses were $58.1 million for the first quarter of fiscal 2013 versus $55.3 million for the first quarter of fiscal 2012, an increase of $2.8 million, or 5.1%. Excluding the impact of foreign currency, which decreased selling, general and administrative expenses for the first quarter of fiscal 2013 by $0.1 million, first quarter of fiscal 2013 selling, general and administrative expenses increased by 5.3% versus the first quarter of fiscal 2012. The increase in expenses was primarily related to investments in technology for the development of our mobile, field systems and customer relationship management platforms. Selling, general and administrative expenses as a percentage of revenue for the first quarter of fiscal 2013 increased to 11.9% from 11.0% for the first quarter of fiscal 2012.

Operating Income Margin

Our operating income margin in the first quarter of fiscal 2013 increased to 21.2% from 20.4% in the first quarter of fiscal 2012. This increase in operating income margin was primarily driven by a decision not to have a focused Weight Watchers Online US marketing campaign for men for fiscal 2013 and achieving lower and more efficient digital marketing spend in the United States in the first quarter of fiscal 2013 versus the first quarter of fiscal 2012. In the first quarter of fiscal 2013, marketing expenses decreased as a percentage of revenue, but this decrease was slightly offset by the increase in selling, general and administrative expenses as a percentage of revenue as compared to the prior year period.

Interest Expense

Interest expense was $22.6 million for the first quarter of fiscal 2013, an increase of $9.4 million, or 71.3%, from $13.2 million in the first quarter of fiscal 2012. The increase was primarily driven by an increase in our average debt outstanding and higher interest rates on our debt. The effective interest rate on our debt increased by 0.44% to 3.00% in the first quarter of fiscal 2013 from 2.56% in first quarter of fiscal 2012. Our average debt outstanding increased by $1,321.0 million to $2,393.3 million in the first quarter of fiscal 2013 from $1,072.3 million in the first quarter of fiscal 2012. The increase in average

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debt outstanding was driven by the additional borrowings under the WWI Credit Facility (defined below) in connection with our repurchase of shares in the Tender Offer and the related share repurchase from Artal Holdings (see Liquidity and Capital Resources Dividends and Stock Transactions). Interest expense was partially offset by a decrease in the notional value and interest rates of our interest rate swaps, which resulted in a lower effective interest rate of 3.44% in the first quarter of fiscal 2013, as compared to 4.37% in the first quarter of fiscal 2012.

Other Income and Expense

The Company incurred $1.3 million of other expense in the first quarter of fiscal 2013 as compared to $0.5 million of other income in the prior year period; both years include the impact of foreign currency on intercompany transactions.

Early Extinguishment of Debt

In the first quarter of fiscal 2012, we wrote-off $1.3 million of fees in connection with the refinancing of our debt that we recorded as an early extinguishment of debt charge.

Tax

Our effective tax rate was 38.5% in both the first quarter of fiscal 2013 and the first quarter of fiscal 2012.

LIQUIDITY AND CAPITAL RESOURCES

Cash flows provided by operating activities have historically supplied us with a significant source of liquidity. We use these cash flows, supplemented with long-term debt and short-term borrowings, to fund our operations and global initiatives, pay dividends, repurchase stock, pay down debt and opportunistically engage in franchise acquisitions. We believe that cash flows from operating activities, together with borrowings available under our revolving credit facilities, will be sufficient for the next 12 months to fund currently anticipated capital expenditure requirements, debt service requirements and working capital requirements.

Balance Sheet Working Capital

The following table sets forth certain relevant measures of our balance sheet working capital at:

	March 30, 2013	December 29, 2012	Increase/ (Decrease)
		(in millions)	
Total current assets	$ 273.8	$ 218.0	$ 55.8
Total current liabilities	586.3	447.9	138.4
Working capital deficit	(312.5)	(229.9)	82.6
Cash and cash equivalents	121.4	70.2	51.2
Current portion of long-term debt	204.2	114.7	89.5
Working capital deficit, excluding change in cash and cash equivalents and current portion of long-term debt	$ (229.7)	$ (185.4)	$ 44.3

We generally operate with negative working capital. This is driven in part by our commitment plans which are our primary payment method. These plans require members and subscribers to pay us for meetings and subscription products, respectively, before we pay for our obligations in the normal course of business. These prepayments are recorded as a current liability on our balance sheet which results in negative working capital. Our working capital deficit increased $82.6 million to $312.5 million at March 30, 2013 from $229.9 million at December 29, 2012. After making scheduled debt repayments of $57.3 million which were offset by revolver borrowings of $51.0 million in the first quarter of fiscal 2013, and the impact of the borrowings that we undertook in March and April 2012, the current portion of our long-term debt increased by $89.5 million versus the end of fiscal 2012 as described below (see Long-Term Debt).

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Excluding the changes in cash and cash equivalents and current portion of long-term debt from both periods, the working capital deficit at March 30, 2013 increased by $44.3 million to $229.7 million from $185.4 million at December 29, 2012. The primary factors contributing to this increase in our working capital deficit were a $29.4 million increase in deferred revenue, due to the seasonal growth in our Online subscriber and Monthly Pass member bases, and a timing related increase of $15.5 million in income tax liabilities offset by a $0.6 million net decrease to the working capital deficit resulting from other operational items.

These other operational items that resulted in the net decrease of $0.6 million to the working capital deficit included a $12.1 million increase in other accrued liabilities and a $2.6 million reduction in inventory. These increases to the working capital deficit were offset by a $7.3 million reduction in the previously reported UK self-employment liability related to a payment to Her Majesty s Revenue and Customs, or HMRC, a $5.0 million increase in accounts receivable and a $3.0 million reduction in the derivative payable.

Cash Flows

The following table sets forth a summary of the Company s cash flows for the three months ended:

	March 30, 2013	March 31, 2012
	(in millions)	
Net cash provided by operating activities	$ 115.2	$ 104.8
Net cash used in investing activities	$ (58.2)	$ (21.0)
Net cash used in financing activities	$ (3.1)	$ (52.8)

Operating Activities

First Quarter of Fiscal 2013

Cash flows provided by operating activities of $115.2 million for the first quarter of fiscal 2013 increased by $10.4 million from $104.8 million in the first quarter of fiscal 2012. The increase in cash provided by operating activities was primarily the result of a $30.0 million payment in the first quarter of fiscal 2012 to HMRC, as disclosed in the Company s Annual Report on Form 10-K for fiscal 2012, as compared to an aggregate payment of $7.2 million (including expenses) to HMRC and our advisors in the first quarter of fiscal 2013. This increase in cash provided by operating activities was slightly offset by lower net income in the first quarter of fiscal 2013 as compared to the prior year, as well as changes to working capital.

The $115.2 million of cash flows provided by operating activities for the first quarter of fiscal 2013 exceeded the period s net income by $66.4 million. The excess of cash flows provided by operating activities over net income arose primarily from changes in our working capital as described above (see Balance Sheet Working Capital), non-cash expenses and differences between book and cash taxes.

First Quarter of Fiscal 2012

The $104.8 million of cash flows provided by operating activities for the first quarter of fiscal 2012 exceeded the period s net income by $50.2 million. The excess of cash flows provided by operating activities over net income arose primarily from changes in our working capital, non-cash expenses and differences between book and cash taxes.

Investing Activities

First Quarter of Fiscal 2013

Net cash used for investing activities totaled $58.2 million in the first quarter of fiscal 2013, an increase of $37.2 million as compared to the first quarter of fiscal 2012. This increase was primarily attributable to the $35.0 million purchase price paid in connection with our acquisition of substantially all of the assets of our Alberta and Saskatchewan, Canada franchisees, Weight Watchers of Alberta Ltd. and Weight Watchers of Saskatchewan Ltd. In addition, we incurred capital expenditures in connection with the move of our headquarters, our retail initiative and capitalized software expenditures to support global systems initiatives.

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First Quarter of Fiscal 2012

For the first quarter of fiscal 2012, cash used for investing activities was primarily attributable to capital expenditures in connection with our retail initiative and capitalized software expenditures to support global systems initiatives.

Financing Activities

First Quarter of Fiscal 2013

Net cash used for financing activities totaled $3.1 million in the first quarter of fiscal 2013 and included payments on term loans under the WWI Credit Facility of $57.3 million offset by additional revolver borrowings of $51.0 million. In addition, we received $2.6 million in proceeds from stock options exercised in the first quarter of fiscal 2013. In the fourth quarter of fiscal 2012, our Board of Directors declared a quarterly cash dividend and accelerated its payment to December 2012 instead of having it paid in January 2013 as it has typically done for fourth quarter dividend declarations.

First Quarter of Fiscal 2012

Net cash used for financing activities totaled $52.8 million in the first quarter of fiscal 2012 and included proceeds from new term loans under the WWI Credit Facility of $726.0 million which were used to finance stock repurchases of $724.3 million and deferred financing costs of $24.8 million in connection with the Tender Offer and related Artal Holdings share repurchase. See Stock Transactions for a description of the Tender Offer and the related Artal Holdings share repurchase. In addition, we made long-term debt payments of $27.0 million, we paid $13.0 million of dividends to our shareholders and received $8.0 million in proceeds from stock options exercised in the first quarter of fiscal 2012.

Long-Term Debt

We currently plan to meet our long-term debt obligations by using cash flows provided by operating activities and opportunistically using other means to repay or refinance our obligations as we determine appropriate.

The following schedule sets forth our long-term debt obligations at March 30, 2013:

Long-Term Debt

At March 30, 2013

(in millions)

	Balance
Revolver A-1 due June 30, 2014	$ 17.2
Revolver A-2 due March 15, 2017	63.8
Term B Loan due January 26, 2014	129.1
Term C Loan due June 30, 2015	112.2
Term D Loan due June 30, 2016	117.9
Term E Loan due March 15, 2017	1,139.8
Term F Loan due March 15, 2019	820.0
Total Debt	2,400.0
Less Current Portion	204.2
Total Long-Term Debt	$ 2,195.8

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Our credit facilities at the end of the first quarter of fiscal 2013 consisted of the following term loan facilities and revolving credit facilities: a tranche A-1 loan, or Term A-1 Loan, a tranche B loan, or Term B Loan, a tranche C loan, or Term C Loan, a tranche D loan, or Term D Loan, a tranche E loan, or Term E Loan, a tranche F loan, or Term F Loan, revolving credit facility A-1, or Revolver A-1 and revolving credit facility A-2, or Revolver A-2. At March 30, 2013, we had $2,400.0 million outstanding under these facilities. In addition, at March 30, 2013, the Revolver A-1 had $0.2 million in issued but undrawn letters of credit outstanding thereunder and $53.2 million in available unused commitments thereunder and the Revolver A-2 had $0.9 million in issued but undrawn letters of credit outstanding thereunder and $197.3 million in available unused commitments thereunder. At March 30, 2013 and December 29, 2012, our debt consisted entirely of variable-rate instruments. Interest rate swaps were entered into to hedge a portion of the cash flow exposure associated with our variable-rate borrowings. The average interest rate on our debt, exclusive of the impact of swaps, was approximately 3.01% and 2.99% per annum at March 30, 2013 and December 29, 2012, respectively. At March 30, 2013, these term loan facilities and revolving credit facilities bore interest at a rate, and the commitment fee for each revolving facility was at a rate, equal to that at December 29, 2012. For additional information regarding the interest rates and commitment fees related to these facilities, see Liquidity and Capital Resources Long-Term Debt in the Company s Annual Report on Form 10-K for fiscal 2012. At March 30, 2013, we were in compliance with all of the required financial ratios and also met all of the financial condition tests set forth in our then existing credit facilities.

The following schedule sets forth our year-by-year debt obligations at March 30, 2013:

Total Debt Obligation

(Including Current Portion)

At March 30, 2013

(in millions)

Remainder of fiscal 2013	$ 57.4
Fiscal 2014	298.4
Fiscal 2015	227.3
Fiscal 2016	209.3
Fiscal 2017	827.0
Thereafter	780.6
Total	$ 2,400.0

WWI Credit Facility Refinancing

After the end of our first fiscal quarter of fiscal 2013, on April 2, 2013, we refinanced our credit facilities pursuant to a Credit Agreement, or the New Credit Agreement, among the Company, the lenders party thereto, JPMorgan Chase Bank, N.A., as administrative agent, and an issuing bank, The Bank of Nova Scotia, as revolving agent, swingline lender and an issuing bank, and the other parties thereto. The New Credit Agreement provides for (a) a revolving credit facility (including swing line loans and letters of credit) in an initial aggregate principal amount of $250.0 million that will mature on April 2, 2018, or the Revolving Facility, (b) an initial term B-1 loan credit facility in an aggregate principal amount of $300.0 million that will mature on April 2, 2016, or Tranche B-1 Term Facility, and (c) an initial term B-2 loan credit facility in an aggregate principal amount of $2,100.0 million that will mature on April 2, 2020, or Tranche B-2 Term Facility. We refer herein to the Tranche B-1 Term Facility together with the Tranche B-2 Term Facility as the Term Facilities, and the Term Facilities and Revolving Facility collectively as the WWI Credit Facility. In connection with this refinancing, we used the proceeds from borrowings under the Term Facilities to pay off a total of $2,399.9 million of outstanding loans, consisting of $128.8 million of Term B Loans, $110.6 million of Term C Loans, $117.6 million of Term D Loans, $1,125.0 million of Term E Loans, $817.9 million of Term F Loans, $21.2 million of loans under the Revolver A-1 and $78.8 million of loans under the Revolver A-2. Following the refinancing of a total of $2,399.9 million of loans, at April 2, 2013, we had $2,400.0 million debt outstanding under the Term Facilities and $248.8

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million of availability under the Revolving Facility. The proceeds from borrowings under the Revolving Facility (including swing line loans and letters of credit) will be used for working capital and general corporate purposes. Borrowings under the New Credit Agreement bear interest at a rate equal to, at our option, LIBOR plus an applicable margin or a base rate plus an applicable margin. Borrowings under the Tranche B-1 Term Facility initially bear interest at LIBOR plus an applicable margin of 2.75% or base rate plus an applicable margin of 1.75%. Borrowings under the Tranche B-2 Term Facility initially bear interest at LIBOR plus an applicable margin of 3.00% or base rate plus an applicable margin of 2.00%. Borrowings under the Revolving Facility initially bear interest at LIBOR or base rate plus an applicable margin which will fluctuate depending upon our total leverage ratio. At our total leverage ratio as of April 2, 2013, borrowings under the Revolving Facility bear interest at LIBOR plus an applicable margin of 2.25% or base rate plus an applicable margin of 1.25%. LIBOR under the Tranche B-2 Term Facility is subject to a minimum interest rate of 0.75% and the base rate under the Tranche B-2 Term Facility is subject to a minimum interest rate of 1.75%. The applicable margin relating to both of the Term Facilities will increase by 25 basis points in the event that we receive a corporate rating of BB- from S&P (or lower) and a corporate rating of Ba3 from Moody s (or lower). On a quarterly basis, we will pay a commitment fee to the lenders under the Revolving Facility in respect of unutilized commitments thereunder, which commitment fee will fluctuate depending upon our total leverage ratio. At our total leverage ratio as of April 2, 2013, the commitment fee will be 0.40% per annum. We also will pay customary letter of credit fees and fronting fees under the Revolving Facility. In connection, with this refinancing, we incurred fees of approximately $45.0 million during the second quarter of fiscal 2013. In the second quarter of fiscal 2013, we expect to record a charge of $21.7 million in early extinguishment of debt primarily reflecting the write-off of a portion of previously capitalized deferred financing costs.

The New Credit Agreement contains customary covenants including covenants that, in certain circumstances, restrict our ability to incur additional indebtedness, pay dividends on and redeem capital stock, make other payments, including investments, sell our assets and enter into consolidations, mergers and transfers of all or substantially all of our assets. The Revolving Facility also requires us to maintain a specified financial ratio, but only if borrowings under the Revolving Facility exceed 20.0% of the revolving commitments. The Term Facilities do not require us to maintain any financial ratios.

The following schedules set forth our long-term debt obligations and our year-by-year debt obligations at April 2, 2013:

Long-Term Debt At April 2, 2013 (in millions)		**Total Debt Obligation (Including Current Portion) At April 2, 2013 (in millions)**	
	Balance		
		Remainder of fiscal 2013	$ 12.0
Revolving Facility April 2, 2018	$	Fiscal 2014	30.0
Tranche B-1 Term Facility due April 2, 2016	300.0	Fiscal 2015	24.0
Tranche B-2 Term Facility due April 2, 2020	2,100.0	Fiscal 2016	307.5
Total Debt	2,400.0	Fiscal 2017	21.0
Less Current Portion	18.0	Thereafter	2,005.5
Total Long-Term Debt	$ 2,382.0	Total	$ 2,400.0

The following table summarizes our future contractual obligations as of the end of fiscal 2012 had the New Credit Agreement been in place at that time:

		Payment Due by Period			
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
			(in millions)		
Long-Term Debt[1]					
Principal	$ 2,400.0	$ 12.0	$ 54.0	$ 328.5	$ 2,005.5
Interest	590.9	67.2	197.6	155.8	170.3
Operating leases	274.5	40.0	67.8	45.7	121.0
Other long-term obligations[2]	3.5	(1.5)	(1.8)	(1.3)	8.1
Total	$ 3,268.9	$ 117.7	$ 317.6	$ 528.7	$ 2,304.9

(1) Due to the fact that all of our debt is variable rate based, we have assumed for purposes of this table that the interest rate on all of our debt as of the end of fiscal 2012 remains constant for all periods presented.

(2) Other long-term obligations primarily consist of deferred rent costs. The provision for income tax contingencies included in other long-term liabilities on the consolidated balance sheet is not included in the table above due to the fact that the Company is unable to estimate the timing of payment for this liability.

Dividends and Stock Transactions

We historically have issued a quarterly cash dividend of $0.175 per share of our common stock every quarter for the past several fiscal years. In the fourth quarter of fiscal 2012, our Board of Directors declared such a quarterly cash dividend and accelerated its payment to December 2012 instead of having it paid in January 2013 as it has typically done for fourth quarter dividend declarations. Any decision to declare and pay dividends in the future will be made at the discretion of our Board of Directors, after taking into account our financial results, capital requirements and other factors it may deem relevant. Our Board of Directors may decide at any time to increase or decrease the amount of dividends or discontinue the payment of dividends based on these factors. The WWI Credit Facility also contains restrictions on our ability to pay dividends on our common stock.

On October 9, 2003, our Board of Directors authorized and we announced a program to repurchase up to $250.0 million of our outstanding common stock. On each of June 13, 2005, May 25, 2006 and October 21, 2010, our Board of Directors authorized and we announced adding $250.0 million to this program. The repurchase program allows for shares to be purchased from time to time in the open market or through privately negotiated transactions. No shares will be purchased from Artal Holdings Sp. z o.o., Succursale de Luxembourg, or Artal Holdings, and its parents and subsidiaries under this program. The repurchase program currently has no expiration date. During the three months ended March 30, 2013 and March 31, 2012, the Company repurchased no shares of its common stock in the open market under this program. The repurchase of shares of common stock under the Tender Offer and from Artal Holdings pursuant to the Purchase Agreement, as discussed further below, was not made pursuant to the repurchase program.

On February 23, 2012, we commenced a modified Dutch auction tender offer for up to $720.0 million in value of our common stock at a purchase price not less than $72.00 and not greater than $83.00 per share, or the Tender Offer. Prior to the Tender Offer, on February 14, 2012, we entered into an agreement, or the Purchase Agreement, with Artal Holdings whereby Artal Holdings agreed to sell to us, at the same price as was determined in the Tender Offer, such number of its shares of our common stock that, upon the closing of this purchase after the completion of the Tender Offer, Artal Holdings percentage ownership in the outstanding shares of our common stock would be substantially equal to its level prior to the Tender Offer. Artal Holdings also agreed not to participate in the Tender Offer so that it would not affect the determination of the purchase price of the shares in the Tender Offer.

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The Tender Offer expired at midnight, New York time, on March 22, 2012, and on March 28, 2012 we repurchased approximately 8.8 million shares at a purchase price of $82.00 per share. On April 9, 2012, we repurchased approximately 9.5 million of Artal Holdings shares at a purchase price of $82.00 per share pursuant to the Purchase Agreement. In March 2012, we amended and extended the then existing credit facilities to finance these repurchases. For additional information regarding the Tender Offer and these repurchases, see Liquidity and Capital Resources in the Company s Annual Report on Form 10-K for fiscal 2012.

The WWI Credit Facility provides that we are permitted to pay dividends and extraordinary dividends, as well as repurchase shares of our common stock, so long as we are not in default under the WWI Credit Facility agreement. However, payment of extraordinary dividends and stock repurchases shall not exceed $100.0 million in the aggregate in any fiscal year if net debt to EBITDA (as defined in the WWI Credit Facility agreement) is greater than 3.25:1. We currently do not expect this restriction to impair our ability to pay dividends or make stock repurchases, but it could do so in the future.

OFF-BALANCE SHEET TRANSACTIONS

As part of our ongoing business, we do not participate in transactions that generate relationships with unconsolidated entities or financial partnerships established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes, such as entities often referred to as structured finance or special purpose entities.

SEASONALITY

Our business is seasonal, with revenues generally decreasing at year end and during the summer months. Our operating income for the first half of the year is generally the strongest. Our advertising schedule generally supports the three key recruitment-generating seasons of the year: winter, spring and fall, with winter having the highest concentration of advertising spending. The timing of certain holidays, particularly Easter, which precedes the spring marketing campaign and occurs between March 22 and April 25, may affect our results of operations and the year-to-year comparability of our results. The introduction of Monthly Pass in the meetings business has resulted in less seasonality with regard to our meeting fee revenues because its revenues are amortized over the related subscription period. While WeightWatchers.com experiences seasonality similar to the meetings business in terms of new subscriber sign-ups, its revenue tends to be less seasonal because it amortizes subscription revenue over the related subscription period.

AVAILABLE INFORMATION

Corporate information and our press releases, Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, and amendments thereto, are available free of charge on our website at *www.weightwatchersinternational.com* as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities and Exchange Commission (i.e., generally the same day as the filing). Moreover, we also make available at that site the Section 16 reports filed electronically by our officers, directors and 10 percent shareholders. Usually these are publicly accessible no later than the business day following the filing. We use our website at *www.weightwatchersinternational.com* as a channel of distribution of material Company information. Financial and other material information regarding the Company is routinely posted on and accessible at our website. Our website and the information posted on it or connected to it shall not be deemed to be incorporated herein by reference.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The market risk disclosures appearing in Item 7A. Quantitative and Qualitative Disclosures about Market Risk of our Annual Report on Form 10-K for fiscal 2012 have not materially changed from December 29, 2012.

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As of March 30, 2013, we had entered into interest rate swaps with notional amounts totaling $470.0 million to hedge a portion of our variable rate debt. As of such date, $1,930.0 million of our variable rate debt remained unhedged. Our interest rate swap that went effective on January 4, 2010 and terminates on January 27, 2014 had an initial notional amount of $425.0 million, which amount will fluctuate during the remainder of its term to a maximum of $470.0 million. Changes in the fair value of these derivatives will be recorded each period in earnings for non-qualifying derivatives or accumulated other comprehensive income (loss) for qualifying derivatives. Based on the amount of our variable rate debt and interest rate swap agreements as of March 30, 2013, a hypothetical 50 basis point increase or decrease in interest rates on our variable rate debt would increase or decrease our annual interest expense by approximately $9.7 million. This change in market risk exposure from the end of fiscal 2012 was due to the reduction of the notional amount of our interest rate swaps from $583.2 million at the end of fiscal 2012 to $470.0 million at March 30, 2013.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosures. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation and subject to the foregoing, our principal executive officer and principal financial officer concluded that the design and operation of our disclosure controls and procedures are effective at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Due to the nature of our activities, we are also, at times, subject to pending and threatened legal actions that arise out of the ordinary course of business. In the opinion of management, based in part upon advice of legal counsel, the disposition of any such matters is not expected to have a material effect on our results of operations, financial condition or cash flows. However, the results of legal actions cannot be predicted with certainty. Therefore, it is possible that our results of operations, financial condition or cash flows could be materially adversely affected in any particular period by the unfavorable resolutions of one or more legal actions.

ITEM 1A. RISK FACTORS

There have been no material changes in the risk factors from those detailed in our Annual Report on Form 10-K for fiscal 2012.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Nothing to report under this item.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Nothing to report under this item.

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ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Departure of President, Europe

As previously reported, Melanie Stubbing, President, Europe, will be resigning from the Company effective May 10, 2013. On May 7, 2013, the Company and Ms. Stubbing entered into a consulting agreement pursuant to which Ms. Stubbing has agreed to provide consulting services to the Company on an as-needed basis through August 31, 2013, at a per diem rate of £1,500.

Modifications to Chief Financial Officer Benefits

On May 8, 2013, the Company entered into a letter agreement with Nicholas Hotchkin, Chief Financial Officer, pursuant to which the Company has agreed to provide Mr. Hotchkin the following additional relocation benefits in connection with his relocation from Massachusetts to the New York metropolitan area:

- if Mr. Hotchkin s right to reimbursement of reasonable temporary living costs pursuant to his original employment offer letter is terminated as a result of his purchase or rental of a residence in the New York metropolitan area, then Mr. Hotchkin will be entitled to reimbursement (on a tax grossed-up basis) for any monthly mortgage payment (to be pro-rated, as applicable) payable by him for his current Massachusetts residence with respect to any period of time prior to August 20, 2013, the twelve-month anniversary of his employment start date; and

- in connection with the sale of his current Massachusetts residence, the Company has agreed to provide Mr. Hotchkin home price protection (on a tax grossed-up basis) of up to $100,000.

Modifications to Annual, Performance-Based Cash Bonus Plan

On May 7, 2013, the Compensation and Benefits Committee of the Board of Directors (the Compensation Committee) approved certain modifications to the Company s annual, performance-based cash bonus plan for fiscal 2013 for certain participants. These adjustments are intended to continue to incentivize those participants to maximize 2013 performance given the challenging first quarter recruitment environment. Specifically, with respect to our named executive officers who are eligible to receive a fiscal 2013 annual, performance-based cash bonus (other than the Chief Executive Officer and Michael Basone whose pro rata portion is subject to the terms of his retention agreement), the Compensation Committee approved a new bonus payout approach based on a bonus opportunity equal to 75% of the participant s target and financial performance goal ratings determined by performance against operating income targets that are lower than the operating income targets based on the Company s initial internal annual operating plan. The threshold percentage of target operating income required for payment of an annual bonus under the new payout approach, however, is 85% of the new operating income targets (rather than 75% under the original payout approach) and the maximum payout will apply at 110% of the new operating income targets. Actual payouts under the new payout approach remain subject to the executive officer s individual performance rating for the fiscal year.

ITEM 6. EXHIBITS

Exhibit Number	**Description**
*Exhibit 10.1	Credit Agreement dated as of April 2, 2013 among Weight Watchers International, Inc., as the Borrower, the Lenders party thereto, JPMorgan Chase Bank, N.A., as the Administrative Agent and an Issuing Bank, and The Bank of Nova Scotia, as the Revolving Agent, a Swingline Lender and an Issuing Bank.
**Exhibit 10.2	Letter Agreement, dated as of February 12, 2013, by and between Weight Watchers International, Inc. and Michael Basone (filed as Exhibit 10.35 to the Company s Annual Report on Form 10-K for the fiscal year ended December 29, 2012 (File No. 001-16769) and incorporated herein by reference).
*Exhibit 31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*Exhibit 31.2	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*Exhibit 32.1	Certification pursuant to 18 U.S.C. Section 1350.
*Exhibit 32.2	Certification pursuant to 18 U.S.C. Section 1350.
*Exhibit 101	
*EX-101.INS	XBRL Instance Document
*EX-101.SCH	XBRL Taxonomy Extension Schema
*EX-101.CAL	XBRL Taxonomy Extension Calculation Linkbase
*EX-101.DEF	XBRL Taxonomy Extension Definition Linkbase
*EX-101.LAB	XBRL Taxonomy Extension Label Linkbase
*EX-101.PRE	XBRL Taxonomy Extension Presentation Linkbase

* Filed herewith.
** Previously filed.
Represents a management arrangement or compensatory plan.

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SIGNATURES

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 thereunto duly authorized.

WEIGHT WATCHERS INTERNATIONAL, INC.

Date: May 9, 2013

By: /s/ David P. Kirchhoff
David P. Kirchhoff
Chief Executive Officer and Director

(Principal Executive Officer)

Date: May 9, 2013

By: /s/ Nicholas P. Hotchkin
Nicholas P. Hotchkin
Chief Financial Officer
(Principal Financial and Accounting Officer)

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