

COLOSI MICHAEL F

Form 4

May 17, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
COLOSI MICHAEL F

2. Issuer Name **and** Ticker or Trading  
Symbol

WEIGHT WATCHERS  
INTERNATIONAL INC [WTW]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

675 AVENUE OF THE  
AMERICAS, 6TH FLOOR

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/15/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
General Counsel and Secretary

NEW YORK, NY 10010

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	05/15/2018		M		2,670	A \$ 0	33,712 D
Common Stock	05/15/2018		F		1,034	D \$ 80.18	32,678 D
Common Stock	05/16/2018		M		5,523	A \$ 0	38,201 D
Common Stock	05/16/2018		F		2,319	D \$ 81.66	35,882 D

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

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SEC 1474  
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Unit Award	\$ 0	05/15/2018		M	2,670	05/15/2018 05/15/2020	Common Stock	2,670
Restricted Stock Unit Award	\$ 0	05/16/2018		M	5,523	05/16/2018 05/16/2019	Common Stock	5,523
Restricted Stock Unit Award	\$ 0 <sup>(1)</sup>	05/15/2018		A	2,715	<sup>(2)</sup> 05/15/2021	Common Stock	2,715

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COLOSI MICHAEL F 675 AVENUE OF THE AMERICAS, 6TH FLOOR NEW YORK, NY 10010	General Counsel and Secretary

## Signatures

/s/ Stephanie Delavale, as Attorney-In-Fact for Michael F. Colosi

05/17/2018

                     \*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each Restricted Stock Unit represents a contingent right to receive one share of common stock.

(2)

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Restricted Stock Units granted on May 15, 2018 will vest on the following schedule: one-third on May 15, 2019; one-third on May 15, 2020; and one-third on May 15, 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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