

ARTAL LUXEMBOURG S A
Form 4
April 11, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WESTEND SA

2. Issuer Name and Ticker or Trading Symbol
WEIGHT WATCHERS INTERNATIONAL INC [WTW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/09/2012

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

10-12 AVENUE PASTEUR

(Street)

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

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

LUXEMBOURG, N4 L-2310

(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: Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V | Amount (A) or (D) Price | | |
| Common Stock, no par value per share | 04/09/2012 | | S(2) | | 9,498,804 (2) \$ 82 (2) | 28,749,089 I (1) | By Artal Holdings Sp. z o.o., Succursale de Luxembourg (1) |

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

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SEC 1474 (9-02)

number.

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WESTEND SA 10-12 AVENUE PASTEUR LUXEMBOURG, N4 L-2310 | | X | | |
| Stichting Administratiekantoor Westend DE BOELELAAN 7, NL1083 HJ AMSTERDAM THE NETHERLANDS, P7 | | X | | |
| Minne Pascal PLACE STE. GUDULE, 19 B-1000 BRUXELLES, C9 | | X | | |
| Artal Holdings Sp. z o.o., Succursale de Luxembourg 10-12 AVENUE PASTEUR LUXEMBOURG, N4 L-2310 | | X | | |
| ARTAL LUXEMBOURG S A 10-12 AVENUE PASTEUR LUXEMBOURG, N4 L-2310 | | X | | |
| ARTAL INTERNATIONAL SCA 10-12 AVENUE PASTEUR LUXEMBOURG, N4 L-2310 | | X | | |
| Artal International Management S.A. 10-12 AVENUE PASTEUR LUXEMBOURG, N4 L-2310 | | X | | |
| | | X | | |

ARTAL GROUP S A
 10-12 AVENUE PASTEUR
 LUXEMBOURG, N4 L-2310

Signatures

| | |
|---|------------|
| /s/ Pascal Minne, Director, on behalf of Westend S.A. | 04/11/2012 |
| __Signature of Reporting Person | Date |
| /s/ Pascal Minne, Sole Member of the Board, on behalf of Stichting Administratiekantoor Westend | 04/11/2012 |
| __Signature of Reporting Person | Date |
| /s/ Pascal Minne | 04/11/2012 |
| __Signature of Reporting Person | Date |
| /s/ Anne Goffard, Branch Manager, on behalf of Artal Holdings Sp. z o.o., Succursale de Luxembourg | 04/11/2012 |
| __Signature of Reporting Person | Date |
| /s/ Anne Goffard, Managing Director, on behalf of Artal Luxembourg S.A. | 04/11/2012 |
| __Signature of Reporting Person | Date |
| /s/ Anne Goffard, Managing Director of Artal International Management S.A., the Managing Partner of Artal International S.C.A., on behalf of Artal International S.C.A. | 04/11/2012 |
| __Signature of Reporting Person | Date |
| /s/ Anne Goffard, Managing Director, on behalf of Artal International Management S.A. | 04/11/2012 |
| __Signature of Reporting Person | Date |
| /s/ Anne Goffard, Authorized Person, on behalf of Artal Group S.A. | 04/11/2012 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Mr. Pascal Minne is the sole member of the Board of Stichting Administratiekantoor Westend. Stichting Administratiekantoor Westend is the parent of Westend S.A. Westend S.A., is the parent company of Artal Group S.A. Artal Group S.A. is the parent company of Artal International Management S.A., which is the managing partner of Artal International S.C.A. Artal International S.C.A. is the parent company of Artal Luxembourg S.A. Artal Luxembourg S.A. is the parent company of Artal Holdings Sp. z o.o., Succursale de Luxembourg ("Artal Holdings"). Artal Holdings is the record owner of the shares. Artal Luxembourg S.A. holds an irrevocable proxy with the respect to 15,000,000 of these shares.

(2) On March 28, 2012, Weight Watchers International, Inc. ("Weight Watchers") announced the repurchase of 8,780,485 shares of its Common Stock at a purchase price of \$82.00 per share pursuant to its "modified Dutch auction" tender offer which expired on March 22, 2012. On April 9, 2012, pursuant to the terms of the Stock Purchase Agreement, dated as of February 14, 2012, by and between Weight Watchers and Artal Holdings entered into in connection with the tender offer, Weight Watchers repurchased 9,498,804 shares of its common stock from Artal Holdings at a purchase price of \$82.00 per share, the price established by the tender offer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.