

Elkins Cynthia
Form 4
July 05, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
Elkins Cynthia

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)
07/02/2018

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

NEW YORK, NY 10010

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

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

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	07/02/2018		A	187 ⁽¹⁾ A \$ 0	19,711	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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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 Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Elkins Cynthia
 675 AVENUE OF THE AMERICAS, 6TH FLOOR X
 NEW YORK, NY 10010

Signatures

/s/ Stephanie Delavale, as Attorney-In-Fact for Cynthia Elkins
 07/05/2018
 **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) The shares listed represent shares of Common Stock subject to transfer restrictions.

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D	\$ 78.57	1,187	D	Common Stock	03/04/2008	M	1,600	A	\$ 20.9	2,787	D	Common Stock	03/04/2008	S	1,600	D	\$ 78.56	1,187	D	Common Stock	03/04/2008	M	3,000	A	\$ 20.9	4,187	D	Common Stock	03/04/2008	S	3,000	D	\$ 78.55	1,187	D	Common Stock	03/04/2008	M	1,100	A	\$ 20.9	2,287	D	Common Stock	03/04/2008	S	1,100	D	\$ 78.54	1,187	D	Common Stock	03/04/2008	M	1,000	A	\$ 20.9	2,187	D	Common Stock	03/04/2008	S	1,000	D	\$ 78.53	1,187	D	Common Stock	03/04/2008	M	100	A	\$ 20.9	1,287	D	Common Stock	03/04/2008	S	100	D	\$ 78.52	1,187	D	Common Stock	03/04/2008	M	3,900	A	\$ 20.9	5,087	D	Common Stock	03/04/2008	S	3,900	D	\$ 78.52	1,187	D	Common Stock	03/04/2008	M	4,350	A	\$ 20.9	5,537	D	Common Stock	03/04/2008	S	4,350	D	\$ 78.51	1,187	D	Common Stock	03/04/2008	M	300	A	\$ 20.9	1,487	D	Common Stock	03/04/2008	S	300	D	\$ 78.51	1,187	D
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				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

DESMOND HELLMANN SUSAN D
1 DNA WAY
SO SAN FRANCISCO, CA 94080

PRESIDENT,

Signatures

Susan D.
Desmond-Hellmann 03/06/2008

__Signature of Reporting Person Date

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