

WEIGHT WATCHERS INTERNATIONAL INC

Form 8-K

May 14, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): May 14, 2010 (May 11, 2010)

WEIGHT WATCHERS INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction

of Incorporation)

001-16769
(Commission

File Number)

11-6040273
(IRS Employer

Identification No.)

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11 Madison Avenue, 17th Floor, New York, New York
(Address of principal executive offices)

10010
(Zip Code)

Registrant's telephone number, including area code: (212) 589-2700

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders.

Weight Watchers International, Inc. (the Company) held its Annual Meeting of Shareholders on May 11, 2010. At this meeting, the Company's shareholders (1) elected the persons listed below to serve as Class III directors for a term of three years expiring at the 2013 Annual Meeting of Shareholders and until their successors have been duly elected and qualified; and (2) ratified the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending January 1, 2011. Set forth below are the voting results for these proposals.

- (1) Election of three Class III directors for a term of three years expiring at the 2013 Annual Meeting of Shareholders and until their successors have been duly elected and qualified:

| Nominee Name | Votes For | Votes Withheld | Broker Non-Votes |
|----------------------|------------|----------------|------------------|
| Philippe J. Amouyal | 61,432,994 | 11,311,088 | 2,155,990 |
| David P. Kirchhoff | 65,658,729 | 7,085,353 | 2,155,990 |
| Kimberly Roy Tofalli | 66,218,301 | 6,525,781 | 2,155,990 |

- (2) Ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending January 1, 2011:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 74,821,296 | 69,755 | 9,021 | N/A |

SIGNATURE

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 hereunto duly authorized.

WEIGHT WATCHERS INTERNATIONAL, INC.

DATED: May 14, 2010

By: /s/ JEFFREY A. FIARMAN
Name: **Jeffrey A. Fiarman**
Title: **Executive Vice President, General Counsel and Secretary**