WEIGHT WATCHERS INTERNATIONAL INC
Form 3
March 14, 2016

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Mowbray Stacey
(Last) (First) (Middle)

675 AVENUE OF THE AMERICAS, 6TH FLOOR
(Street)

NEW YORK,Â NYÂ 10010
(City) (State) (Zip)

2. Date of Event Requiring Statement
(Month/Day/Year)
03/02/2016

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President, Americas

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

						(I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	Â [(1)](#)	06/22/2025	Common Stock	14,830	$ 5.25	D	Â
Non-Qualified Stock Option (right to buy)	Â [(2)](#)	06/22/2025	Common Stock	8,000	$ 5.25	D	Â
Restricted Stock Unit Award	11/14/2017 [(3)](#)	11/14/2017	Common Stock	1,521	$ 0 [(4)](#)	D	Â
Restricted Stock Unit Award	Â [(5)](#)	04/01/2017	Common Stock	7,615	$ 0 [(4)](#)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mowbray Stacey 675 AVENUE OF THE AMERICAS, 6TH FLOOR NEW YORK,Â NYÂ 10010	Â	Â	Â President, Americas	Â

Signatures

/s/ Stephanie Delavale, as Attorney-In-Fact for Stacey Mowbray	03/14/2016
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) Non-qualified stock options granted on June 22, 2015 will vest on the following schedule: 25% on June 22, 2016; 25% on June 22, 2017; and 50% on June 22, 2018.

(2) Non-qualified stock options granted on June 22, 2015 will vest on the following schedule: one-third on June 22, 2016; one-third on June 22, 2017; and one-third on June 22, 2018.

(3) Restricted Stock Units granted on November 14, 2014 will vest 100% on the third-year anniversary of the grant date.

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

(5) Restricted Stock Units granted on June 15, 2015 will vest on the following schedule: 50% on April 1, 2016; and 50% on April 1, 2017.

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Remarks:

SeeÂ attachedÂ EX-24Â PowerÂ ofÂ AttorneyÂ ofÂ StaceyÂ Mowbray.

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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