

WEIGHT WATCHERS INTERNATIONAL INC  
Form S-8  
March 23, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**WEIGHT WATCHERS INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

**Virginia**  
(State or other jurisdiction of  
incorporation or organization)

**11-6040273**  
(I.R.S. Employer  
Identification Number)

11 Madison Avenue

**New York, New York 10010**

(Address and zip code of principal executive offices)

**Weight Watchers International, Inc. 2008 Stock Incentive Plan**

(Full title of the plan)

**Jeffrey A. Fiarman**

**Weight Watchers International, Inc.**

**11 Madison Avenue**

**New York, New York 10010**

**(212) 589-2700**

(Name, address and telephone number, including area code, of agent for service)

*With copies to:*

**Kenneth Wallach, Esq.**

**Simpson Thacher & Bartlett LLP**

**425 Lexington Avenue**

**New York, New York 10017**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered(a)</b>	<b>Proposed maximum offering price per share(b)</b>	<b>Proposed maximum aggregate offering price(b)</b>	<b>Amount of registration fee(b)</b>
Common stock, no par value	550,272	\$25.20	\$13,866,854.40	\$988.71
Preferred stock purchase rights(c)				
<b>Total</b>	<b>550,272</b>	<b>\$25.20</b>	<b>\$13,866,854.40</b>	<b>\$988.71</b>

- (a) Covers an aggregate of 550,272 shares of common stock approved for issuance under the Weight Watchers International, Inc. 2008 Stock Incentive Plan (the 2008 Stock Incentive Plan ) and, pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this registration statement also covers an indeterminate number of additional shares of common stock that may become issuable under the 2008 Stock Incentive Plan to prevent dilution by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration, which results in an increase in the number of the Registrant s outstanding shares of common stock.
- (b) Pursuant to Rule 457(h)(1) and Rule 457(c) under the Securities Act of 1933, as amended, the proposed maximum offering price per share, the proposed maximum aggregate offering price and the amount of registration fee are estimated for the purpose of calculating the amount of registration fee and are based on the average of the high and low prices of shares of common stock as reported on the New York Stock Exchange on March 19, 2010.
- (c) The preferred stock purchase rights initially will trade together with the shares of common stock. The value attributable to the preferred stock purchase rights, if any, is reflected in the offering price of the shares of common stock.

**Explanatory Note**

In accordance with General Instruction E of Form S-8, this Registration Statement is registering additional securities of the same class as registered under the effective Registration Statement of Weight Watchers International, Inc. (the Registrant ) on Form S-8, File No. 333-156185, filed by the Registrant on December 16, 2008 (the Earlier Registration Statement ). The contents of the Earlier Registration Statement are hereby incorporated by reference.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

The following is a complete list of exhibits filed as part of this Registration Statement:

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of Hunton & Williams LLP.
23.1	Consent of Hunton & Williams LLP (included in Exhibit 5.1).
23.2	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included on signature page).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, and State of New York on the 23<sup>rd</sup> day of March, 2010.

WEIGHT WATCHERS INTERNATIONAL, INC.

(Registrant)

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

**Counsel and Secretary**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints David P. Kirchhoff, Ann M. Sardini and Jeffrey A. Fiarman, and each of them, the true and lawful attorneys-in-fact and agents of the undersigned, with full power of substitution and resubstitution, for and in the name, place and stead of the undersigned, in any and all capacities, in connection with this Registration Statement, to sign any and all amendments or supplements to this Registration Statement, including any and all stickers and post-effective amendments, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated and on the 23<sup>rd</sup> day of March, 2010.

Signature	Title
/s/ DAVID P. KIRCHHOFF <b>David P. Kirchoff</b>	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ ANN M. SARDINI <b>Ann M. Sardini</b>	Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ RAYMOND DEBBANE <b>Raymond Debbane</b>	Director
/s/ PHILIPPE J. AMOUYAL <b>Philippe J. Amouyal</b>	Director
/s/ JOHN F. BARD <b>John F. Bard</b>	Director
/s/ MARSHA JOHNSON EVANS <b>Marsha Johnson Evans</b>	Director
/s/ JONAS M. FAJGENBAUM <b>Jonas M. Fajgenbaum</b>	Director
/s/ SACHA LAINOVIC <b>Sacha Lainovic</b>	Director
/s/ KIMBERLY ROY TOFALLI <b>Kimberly Roy Tofalli</b>	Director
/s/ CHRISTOPHER J. SOBECKI <b>Christopher J. Sobecki</b>	Director

**EXHIBIT INDEX**

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