

WEIGHT WATCHERS INTERNATIONAL INC  
Form S-8 POS  
February 10, 2012

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

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**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)

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**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**

**General Counsel**

**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.

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Large accelerated filer

Accelerated filer

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

Smaller reporting company

**Explanatory Note**

This Post-Effective Amendment No. 1 relates to the Registration Statement of Weight Watchers International, Inc. (the Registrant ) on Form S-8, File No. 333-165637, filed by the Registrant on March 23, 2010 (the Registration Statement ). The Registration Statement registered shares of common stock, no par value, of the Registrant (the Common Stock ) for issuance pursuant to the Weight Watchers International, Inc. 2008 Stock Incentive Plan (the Plan ) as well as the associated preferred stock purchase rights (the Rights ) to be issued with each such share of Common Stock pursuant to the Rights Agreement, dated as of November 15, 2001, between the Registrant and Computershare Trust Company, N.A. (formerly EquiServe Trust Company, N.A.), as amended (the Rights Agreement ).

At 5:00 P.M., New York City time, on November 19, 2011, the Final Expiration Date occurred under the Rights Agreement. As a result, the Rights Agreement and the Rights issued thereunder expired by their own terms and each share of Common Stock is no longer accompanied by a right to purchase, under certain circumstances, one one-hundredth of a share of Series B Junior Participating Preferred Stock of the Registrant. Accordingly, since the Rights can no longer be issued with the Common Stock registered under the Registration Statement for issuance pursuant to the Plan, this Post-Effective Amendment No. 1 is being filed to deregister the Rights previously registered under the Registration Statement. The Registrant hereby withdraws from registration all Rights registered under the Registration Statement.

**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 Post-Effective Amendment No. 1 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 10th day of February, 2012.

WEIGHT WATCHERS INTERNATIONAL, INC.  
(Registrant)

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

No other person is required to sign this Post-Effective Amendment No. 1 on behalf of the Registrant in reliance upon Rule 478 under the Securities Act.