

WEIGHT WATCHERS INTERNATIONAL INC  
Form S-8 POS  
May 08, 2014

As filed with the Securities and Exchange Commission on May 8, 2014

Registration No. 333-156185

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

**POST-EFFECTIVE AMENDMENT NO. 2 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)**

**675 Avenue of the Americas, 6<sup>th</sup> Floor**

**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)**

**Debra Cotter, Esq.**

**Weight Watchers International, Inc.**

**675 Avenue of the Americas, 6<sup>th</sup> Floor**

**New York, New York 10010**

**(212) 589-2700**

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

*Copy 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



### **Explanatory Note**

This Post-Effective Amendment No. 2 relates to the 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, as amended by Post-Effective Amendment No. 1, filed by the Registrant on February 10, 2012 (the Registration Statement ), which originally registered 3,000,000 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 2008 Plan ). The Weight Watchers International, Inc. 2014 Stock Incentive Plan (the 2014 Plan ), approved by the Registrant's Board of Directors on March 12, 2014 and shareholders on May 6, 2014, replaces the 2008 Plan for all equity-based awards granted on or after May 6, 2014 (the Effective Date ). No future equity-based awards will be made under the 2008 Plan. This Post-Effective Amendment No. 2 is being filed to deregister, effective immediately, 107,281 shares of Common Stock available for issuance under the 2008 Plan as of the Effective Date.

Accordingly, by means of this Post-Effective Amendment No. 2, the Registrant hereby withdraws from registration under the Registration Statement 107,281 shares of Common Stock available for issuance under the 2008 Plan as of the Effective Date. As of the Effective Date, 2,745,781 shares of Common Stock remain reserved for issuance pursuant to awards outstanding under the 2008 Plan.

**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. 2 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 8<sup>th</sup> day of May, 2014.

WEIGHT WATCHERS INTERNATIONAL,  
INC.

(Registrant)

By: /s/ James Chambers  
Name: James Chambers  
Title: President, Chief Executive Officer and  
Director

No other person is required to sign this Post-Effective Amendment No. 2 on behalf of the Registrant in reliance upon Rule 478 under the Securities Act.