

WEIGHT WATCHERS INTERNATIONAL INC  
Form SC TO-C  
April 30, 2015

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

**SCHEDULE TO**  
**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Weight Watchers International, Inc.**

**(Name of Subject Company (Issuer) And Filing Person (Offeror))**

**Options to Purchase Common Stock, no par value per share**

**(Title of Class of Securities)**

**948626 10 6**

**(CUSIP Number of Common Stock)**

**Michael F. Colosi, Esq.**

**General Counsel and Secretary**

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

**New York, New York 10010**

(212) 589-2700

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

*With a copy to:*

**Kenneth B. Wallach, Esq.**

**Simpson Thacher & Bartlett LLP**

**425 Lexington Avenue**

**New York, New York 10017**

(212) 455-2000

**CALCULATION OF FILING FEE**

**Transaction Valuation\***  
**Not applicable**

**Amount Of Filing Fee\***  
**Not applicable**

\* A filing fee is not required with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

\*\* Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

|                           |     |               |     |
|---------------------------|-----|---------------|-----|
| Amount Previously Paid:   | N/A | Filing Party: | N/A |
| Form or Registration No.: | N/A | Date Filed:   | N/A |

x Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

\*\* third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

On April 21, 2015, Weight Watchers International, Inc. (the Company) filed its Notice of 2015 Annual Meeting of Shareholders and Proxy Statement for the 2015 Annual Meeting of Shareholders to be held on May 7, 2015 (the proxy materials). The proxy materials contain a proposal submitted to the Company's shareholders to approve an amendment to the Company's 2014 Stock Incentive Plan to permit a one-time option exchange program as described therein (the option exchange).

On April 30, 2015, (i) James R. Chambers, the Company's President and Chief Executive Officer, sent an email to certain employees of the Company regarding the option exchange (the Employee Email); (ii) Kimberly Samon, the Company's Chief Human Resources Officer and Michael F. Colosi, the Company's General Counsel and Secretary, sent an email to certain members of the Company's management regarding communications requirements for the option exchange (the Communication Requirements Email) and (iii) the Company made available to certain employees the Proposed Stock Option Exchange Program Employee Frequently Asked Questions (the FAQ). The Employee Email, the Communication Requirements Email and the FAQ do not constitute an offer to holders of eligible options to exchange such options. The Employee Email, the Communication Requirements Email and the FAQ are filed as Exhibits 99.1, 99.2 and 99.3, respectively.

**The option exchange has not yet commenced. At the time the option exchange begins, if at all, the Company will provide option holders who are eligible to participate in the option exchange with written materials explaining the precise terms and timing of the program. Persons who are eligible to participate in the option exchange should read these written materials carefully when they become available because they will contain important information about the program. The Company will also file these written materials with the Securities and Exchange Commission as part of a tender offer statement upon commencement of the option exchange. The Company's shareholders and eligible option holders will be able to obtain these written materials and other documents filed by the Company with the Securities and Exchange Commission free of charge at [www.sec.gov](http://www.sec.gov). In addition, the Company's shareholders and eligible option holders may obtain free copies of the tender offer documents, when available, by contacting the Company's Corporate Secretary at Weight Watchers International, Inc., 675 Avenue of the Americas, 6<sup>th</sup> Floor, New York, New York 10010, (212) 589-2700 or at the Company's website: [www.weightwatchersinternational.com](http://www.weightwatchersinternational.com).**

## Item 12 Exhibits

### Exhibit

| No.  | Document Description  |
|------|---|
| 99.1 | Email from James R. Chambers to Certain Employees Regarding the Option Exchange, dated April 30, 2015 (incorporated by reference to the Company's Definitive Additional Materials filed on Schedule 14A with the Securities and Exchange Commission on April 30, 2015)  |
| 99.2 | Email from Kimberly Samon and Michael F. Colosi to Certain Members of Company's Management Regarding Communications Requirements for the Option Exchange, dated April 30, 2015 (incorporated by reference to the Company's Definitive Additional Materials filed on Schedule 14A with the Securities and Exchange Commission on April 30, 2015) |
| 99.3 | Proposed Stock Option Exchange Program Employee Frequently Asked Questions, dated April 30, 2015 (incorporated by reference to the Company's Definitive Additional Materials filed on Schedule 14A with the Securities and Exchange Commission on April 30, 2015)   |

**INDEX OF EXHIBITS**

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