
Section 1: 8-K (FORM 8-K)

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): October 1, 2018

WEIGHT WATCHERS INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction
of incorporation)

001-16769
(Commission File
Number)

11-6040273
(IRS Employer
Identification No.)

675 Avenue of the Americas, 6th Floor, New York, New York
(Address of principal executive offices)

10010
(Zip Code)

Registrant's telephone number, including area code: (212) 589-2700

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On October 1, 2018, Weight Watchers International, Inc. (“the Company”), acting pursuant to authorization from its Board of Directors, determined to voluntarily withdraw the principal listing of the Company’s common stock, no par value per share (the “Common Stock”), from the New York Stock Exchange (the “NYSE”) and transfer the listing to The Nasdaq Global Select Market (“Nasdaq”). The Company expects that listing and trading of its Common Stock on the NYSE will end at market close on October 12, 2018, and that trading will begin on Nasdaq at market open on October 15, 2018.

The Common Stock has been approved for listing on Nasdaq, where it will continue to trade under the stock symbol “WTW.”

Item 7.01. Regulation FD Disclosure.

A copy of the press release issued by the Company announcing the transfer of the principal listing of the Common Stock to Nasdaq has been furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
Exhibit 99.1	Press Release dated October 1, 2018.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WEIGHT WATCHERS INTERNATIONAL, INC.

DATED: October 1, 2018

By: /s/ Nicholas P. Hotchkin
Name: Nicholas P. Hotchkin
Title: Chief Financial Officer

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



For more information, contact:

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WW to Transfer Stock Exchange Listing to Nasdaq

Company's Ticker Symbol to Remain "WTW", Aligned with New Tagline: "Wellness that Works.™"

NEW YORK (Oct. 1, 2018) – Weight Watchers International, Inc. (NYSE: WTW) ("WW"), a global wellness company and the world's leading commercial weight management program, today announced it will be transferring its stock exchange listing from the New York Stock Exchange to The Nasdaq Global Select Market. WW shares are expected to begin trading as a Nasdaq-listed security at market open on October 15, 2018, with the common stock continuing to trade under the symbol "WTW", which is aligned with the Company's new tagline: "Wellness that Works.™"

"We are excited to have Nasdaq, which hosts many of the world's leading technology companies, as our new stock exchange partner. Nasdaq will provide WW with greater brand visibility and marketing opportunities to help reach people interested in health and wellbeing," said Nick Hotchkin, CFO of WW. "As a technology experience company with a mission of becoming the world's partner in wellness, we continue to innovate and enhance the WW experience for our millions of members around the world, providing them with integrated, digital tools that reflect a holistic focus on wellness."

"Through its technology-enabled tools and user-centric approach, WW encourages people, families, and communities to live their healthiest, happiest life, every single day," said Nelson Griggs, President, Nasdaq Stock Exchange. "We welcome WW to join our family of innovative game changers and look forward to supporting their purpose of inspiring healthy habits for real life for everyone."

About Weight Watchers International, Inc.

WW is a global wellness company and the world's leading commercial weight management program. We inspire millions of people to adopt healthy habits for real life. Through our engaging digital experience and face-to-face group workshops, members follow our livable and sustainable program that encompasses healthy eating, physical activity, and a positive mindset. With more than five decades of experience in building communities and our deep expertise in behavioral science, we aim to deliver wellness for all. To learn more about the WW approach to healthy living, please visit ww.com. For more information about our global business, visit our corporate website at corporate.ww.com.

This news release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on management's current expectations and beliefs, as well as a number of assumptions concerning future events. These statements are subject to risks, uncertainties, assumptions and other important factors. Readers are cautioned not to put undue reliance on such forward-looking statements because actual results may vary

Wellness that Works.™



materially from those expressed or implied. The reports filed by the Company pursuant to United States securities laws contain discussions of these risks and uncertainties. The Company assumes no obligation to, and expressly disclaims any obligation to, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Readers are advised to review the Company's filings with the United States Securities and Exchange Commission (which are available from the SEC's EDGAR database at www.sec.gov, at various SEC reference facilities in the United States and via the Company's website at corporate.ww.com).

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