
Section 1: 8-A12B (8-A12B)

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

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934**

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 No.)

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

10010
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**

**Name of each exchange on which
each class is to be registered**

Common Stock, no par value

The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

**Securities Act registration statement or Regulation A offering statement file number to which this form relates:
(if applicable)**

Securities to be registered pursuant to Section 12(g) of the Act:
None

(Title of class)

This registration statement on Form 8-A is being filed with the U.S. Securities and Exchange Commission (the “SEC”) in connection with the transfer of listing of the shares of common stock of Weight Watchers International, Inc. (the “Company”), no par value (the “Common Stock”), from the New York Stock Exchange to The Nasdaq Global Select Market. The transfer of listing is to occur at the opening of trading on October 15, 2018.

Item 1. Description of Registrant’s Securities to Be Registered.

The description of the Common Stock included under the caption “Description of Capital Stock” in the prospectus forming a part of the Company’s registration statement on Form S-3 (File No. 333-224714), filed with the SEC on May 7, 2018, as amended from time to time (including any subsequent amendments or prospectus supplements with respect to the description of the Common Stock), is incorporated by reference herein.

Item 2. Exhibits.

In accordance with the “Instructions as to Exhibits” with respect to Form 8-A, no exhibits are required to be filed as part of this registration statement because no other securities of the registrant are registered on The Nasdaq Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: October 12, 2018

WEIGHT WATCHERS INTERNATIONAL, INC.

By: /s/ Nicholas P. Hotchkin

Name: Nicholas P. Hotchkin
Chief Financial Officer

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