Section 1: 8-K (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): May 30, 2019

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))

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

<table>
<thead>
<tr>
<th>Title of each class</th>
<th>Trading Symbol(s)</th>
<th>Name of each exchange on which registered</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>WW</td>
<td>The Nasdaq Stock Market LLC</td>
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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. ☐
On May 30, 2019, Stacey Mowbray, former President, North America of Weight Watchers International, Inc. (the “Company”), entered into an agreement with the Company regarding her separation package (the “Separation Agreement”) in connection with her previously disclosed departure from the Company on March 22, 2019 (the “End Date”). The material terms of the Separation Agreement are as follows: (i) receipt of biweekly payments equal to CDN$33,163 from the End Date through June 22, 2020 (the “Salary Continuation Period”); (ii) a lump-sum payment of USD$456,000 to be paid by July 6, 2019; (iii) continued health and dental coverage during the Salary Continuation Period; and (iv) executive outplacement services for up to six (6) months. All of Ms. Mowbray’s unvested equity awards as of the End Date were forfeited. Ms. Mowbray will have the right to exercise her options that were vested as of the End Date for up to 90 days thereafter, after which they will be canceled. Ms. Mowbray is subject to non-competition, non-solicitation and confidentiality covenants. In addition, in consideration for the payments and benefits provided for in the Separation Agreement, on May 30, 2019, Ms. Mowbray executed a release of claims against the Company and all of its affiliates and related entities and predecessors and successors.
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: May 31, 2019

By: /s/ Nicholas P. Hotchkin
Name: Nicholas P. Hotchkin
Title: Chief Financial Officer, Operating Officer, North America and President, Emerging Markets