

# Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

### Part I Reporting Issuer

1 Issuer's name <b>Weight Watchers International, Inc.</b>		2 Issuer's employer identification number (EIN) <b>11-6040273</b>	
3 Name of contact for additional information <b>Donald Weber</b>	4 Telephone No. of contact <b>212 589-2725 or 516 390-1789</b>	5 Email address of contact <b>don.weber@weightwatchers.com</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>11 Madison Avenue, 17th Floor</b>		7 City, town, or post office, state, and Zip code of contact <b>New York, NY 10010</b>	
8 Date of action <b>April 30, 2012</b>	9 Classification and description <b>Common Stock</b>		
10 CUSIP number <b>948626106</b>	11 Serial number(s)	12 Ticker symbol <b>WTW</b>	13 Account number(s)

### Part II Organizational Action

Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **On March 15, 2012, the Company's Board of Directors declared a cash distribution of \$0.175 per share of common stock. This distribution was paid on April 30, 2012 to shareholders of record at the close of business on April 23, 2012.**

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**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **The distribution was \$0.175 per share. It is estimated that \$0.055 will be taxable as a dividend (with no effect on basis). The remaining \$0.12 per share is expected to be treated as a reduction in the tax basis or "return of capital".**

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**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **An estimated calculation of current and accumulated earnings and profits ("E&P") was made using the latest available information. When a distribution is made by a corporation, it is treated as a taxable dividend to the extent of E&P. Distributions in excess of E&P reduces the shareholder's tax basis.**

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**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ \_\_\_\_\_

I. R. C. Section 301(c)

I. R. C. Section 312


I. R. C. Section 316(a)

18 Can any resulting loss be recognized? ▶ No.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The reporting year is for calendar year 2012. The calculation of 2012 E&P is based on estimates since actual amounts are not currently available. Final determination of the actual tax status of the distribution is subject to change based on actual results.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ 

Date ▶ 6/12/12

Print your name ▶ DONALD WEBER

Title ▶ VP-Tax & TREASURY

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.