



DIVISION OF  
CORPORATION FINANCE

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

Mail Stop 3720

March 2, 2010

Ms. Ann M. Sardini  
Chief Financial Officer  
Weight Watchers International, Inc.  
11 Madison Avenue, 17<sup>th</sup> Floor  
New York, NY 10010

**Re: Weight Watchers International, Inc.  
Form 10-K for the Fiscal Year Ended January 3, 2009  
Filed March 4, 2009  
File No. 1-16769**

Dear Ms. Sardini:

We have completed our review of your Form 10-K and related filings and have no further comments at this time.

Sincerely,

Larry Spigel  
Assistant Director