

Fiarman Jeffrey
 Form 4
 April 06, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Fiarman Jeffrey

2. Issuer Name and Ticker or Trading Symbol
 WEIGHT WATCHERS INTERNATIONAL INC [WTW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 11 MADISON AVE., 17TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/04/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, General Counsel & Secy

NEW YORK, NY 10010

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	04/04/2012		S ⁽¹⁾		141	D	
					\$ 77.97		
					11,211	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Fiarman Jeffrey - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fiarman Jeffrey 11 MADISON AVE., 17TH FLOOR NEW YORK, NY 10010			EVP, General Counsel & Secy	

Signatures

Stephanie Delavale, as Attorney-In-Fact for Jeffrey Fiarman

 **Signature of Reporting Person

04/06/2012

 Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 (1) This transaction was effected pursuant to a Rule 10b5-1 trading plan established by the reporting person.
 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. **B> Name of Issuer:** FleetCor Technologies, Inc. (the Issuer **Item 1**)

(b).

Address of Issuer's Principal Executive Offices: 5445 Triangle Parkway, Suite 400, Norcross, GA 30092 **Item 2**

(a).

Name of Person Filing: This Schedule 13G is being filed by each of the following persons (each a Reporting Person and collectively, the Reporting Persons): (i) Chestnut Hill Ventures LLC, (ii) Chestnut Hill Fuel, LLC, (iii) Richard A. Smith and (iv) John G. Berylson. **Item 2**

(b).

Address of Principal Business Office, or if None, Residence:

Chestnut Hill Ventures LLC

Edgar Filing: Fiarman Jeffrey - Form 4

60 William Street, Suite 230

Wellesley, MA 02481

Chestnut Hill Fuel, LLC

60 William Street, Suite 230

Wellesley, MA 02481

Richard A. Smith

c/o Chestnut Hill Ventures LLC

60 William Street, Suite 230

Wellesley, MA 02481

John G. Berylson

c/o Chestnut Hill Ventures LLC

60 William Street, Suite 230

Wellesley, MA 02481

Item 2

(c).

Citizenship:

Chestnut Hill Ventures LLC is organized under the laws of the State of Delaware.

Chestnut Hill Fuel, LLC is organized under the laws of the State of Delaware.

Richard A. Smith is a citizen of the United States of America.

John G. Berylson is a citizen of the United States of America.

Item 2

(d).

Title of Class of Securities: Common Stock, par value \$0.001 per share (Common Stock **Item 2**

(e).

Explanation of Responses:

Edgar Filing: Fiarman Jeffrey - Form 4

CUSIP Number: 339041105 **Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:** (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o); (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c); (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c); (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8); (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E); (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F); (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G); (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3); (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J); (k)

Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Chestnut Hill Ventures LLC (CHV) is the direct beneficial owner of 4,000,000 shares of the Issuer's Common Stock (such shares, the CHV Shares). Chestnut Hill Fuel, LLC (CHV Fuel) is the direct beneficial owner of 290,280 shares of the Issuer's Common Stock (such shares, the CHV Fuel Shares). CHV Fuel is a direct wholly owned subsidiary of GCC Investments, LLC, which is a direct and indirect wholly owned subsidiary of CHV. GCC Investments, LLC and CHV are indirect beneficial owners of the CHV Fuel Shares. As members of the two-person board of managers of CHV, each of Richard A. Smith and John G. Berylson may be deemed an indirect beneficial owner of the CHV Shares and the CHV Fuel Shares. Each of Richard A. Smith and John G. Berylson expressly disclaims beneficial ownership of the CHV Shares and the CHV Fuel Shares, and the filing of this Schedule 13G shall not be deemed to be an admission that such Reporting Person is a beneficial owner of the CHV Shares or the CHV Fuel Shares for purposes of Sections 13(d) or 13(g) of the Securities Exchange Act of 1934 or for any other purpose.

Richard A. Smith is the indirect beneficial owner of (i) 1,373 shares of the Issuer's Common Stock as a co-trustee of the Marian Realty Company Trust, (ii) 751 shares of the Issuer's Common Stock as a co-trustee of the Richard and Susan Smith Family Foundation, (iii) 313 shares of the Issuer's Common Stock as a co-trustee of the Richard and Susan Smith 1990 Charitable Trust, (iv) 531,387 Shares of the Issuer's Common Stock as a co-trustee of the Trust UWO Philip Smith FBO Richard A. Smith, (v) 12,808 shares of the Issuer's Common Stock as a co-trustee of the Richard A. Smith 1992 Trust, (vi) 1,643 shares of the Issuer's Common Stock as a co-trustee of the Susan F. Smith 2000 Trust and (vii) 2,994 shares of the Issuer's Common Stock as a co-trustee of the Smith Management Company Trust.

John G. Berylson is the direct beneficial owner of 1,001,719 shares of the Issuer's Common Stock. John G. Berylson is the indirect beneficial owner of (i) 595,078 shares of the Issuer's Common Stock as a co-trustee of the Amy Smith Berylson Grantor Retained Annuity Trust, (ii) 22,547 shares of the Issuer's Common Stock as a co-trustee of the Amy Smith Berylson 1998 Grantor Retained Annuity Trust F/B/O Jennifer Berylson Block, (iii) 22,547 shares of the Issuer's Common Stock as a co-trustee of the Amy Smith Berylson 1998 Grantor Retained Annuity Trust F/B/O James Berylson, (iv) 22,546 shares of the Issuer's Common Stock as a co-trustee of the Amy Smith Berylson 1998 Grantor Retained Annuity Trust F/B/O Elizabeth Berylson, (v) 25,000 shares of the Issuer's Common Stock as a co-trustee of the Amy Smith and John G. Berylson Charitable Foundation and (vi) 751 shares of the Issuer's Common Stock as a co-trustee of the Richard and Susan Smith Family Foundation.

(b) Percent of class:

See Item 11 of each Reporting Person's cover page to this Schedule 13G, which are incorporated herein by reference. Each Reporting Person's percentage of the Issuer's Common Stock which may be deemed to be beneficially owned by such Reporting Person was calculated based on 84,526,098 shares of the Issuer's Common Stock reported to be outstanding as set forth on the cover page of the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012, filed with the Securities and Exchange Commission on November 9, 2012.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

See Item 5 of each Reporting Person's cover page to this Schedule 13G, which are incorporated herein by reference

(ii) Shared power to vote or to direct the vote

See Item 6 of each Reporting Person's cover page to this Schedule 13G, which are incorporated herein by reference

(iii) Sole power to dispose or to direct the disposition

See Item 7 of each Reporting Person's cover page to this Schedule 13G, which are incorporated herein by reference

Edgar Filing: Fiarman Jeffrey - Form 4

- (iv) Shared power to dispose or to direct the disposition

See Item 8 of each Reporting Person's cover page to this Schedule 13G, which are incorporated herein by reference

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities check the following x.

As of the date hereof, Chestnut Hill Fuel, LLC, a Reporting Person, has ceased to be the beneficial owner of more than five percent the Issuer's Common Stock. As of the date hereof, each of the other Reporting Persons is the beneficial owner of more than five percent the Issuer's Common Stock.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or control person has filed this schedule, pursuant to § 240.13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to § 240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. (See Item 5.)

Not Applicable.

Item 10. Certifications.

Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2013

CHESTNUT HILL VENTURES LLC

By: /s/ David L. Coombs
David L. Coombs, Attorney-In-Fact

CHESTNUT HILL FUEL, LLC

By: /s/ David L. Coombs
David L. Coombs, Attorney-In-Fact

RICHARD A. SMITH

/s/ David L. Coombs
David L. Coombs, Attorney-In-Fact

JOHN G. BERYLSON

/s/ David L. Coombs
David L. Coombs, Attorney-In-Fact

Exhibit List

Exhibit A. Joint Filing Agreement.

Exhibit B (1). Power of Attorney.

Exhibit C (2). Power of Attorney.

Exhibit D (3). Power of Attorney.

- (1) Previously filed as Exhibit 24 to a Form 3 with regard to FleetCor Technologies, Inc. filed with the Securities Exchange Commission on December 14, 2010 by Chestnut Hill Ventures LLC and Chestnut Hill Fuel, LLC.
- (2) Previously filed as Exhibit 24 to a Form 3 with regard to FleetCor Technologies, Inc. filed with the Securities Exchange Commission on December 14, 2010 by Richard A. Smith.
- (3) Previously filed as Exhibit 24 to a Form 3 with regard to FleetCor Technologies, Inc. filed with the Securities Exchange Commission on December 14, 2010 by John G. Berylson.

Exhibit A

Joint Filing Agreement

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13G referred to below) on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the common stock, par value \$0.001 per share, of FleetCor Technologies, Inc., a Delaware corporation, and that this Joint Filing Agreement may be included as an exhibit to such Schedule 13G.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of February 12, 2013.

CHESTNUT HILL VENTURES LLC

By: /s/ David L. Coombs
David L. Coombs, Attorney-In-Fact

CHESTNUT HILL FUEL, LLC

By: /s/ David L. Coombs
David L. Coombs, Attorney-In-Fact

RICHARD A. SMITH

/s/ David L. Coombs
David L. Coombs, Attorney-In-Fact

JOHN G. BERYLSON

/s/ David L. Coombs
David L. Coombs, Attorney-In-Fact