

Loeb & Loeb Guides Oprah In \$43M Weight Watchers Deal

By **Benjamin Horney**

Law360, New York (October 19, 2015, 7:56 PM ET) -- Loeb & Loeb LLP and Simpson Thacher & Bartlett LLP advised Oprah Winfrey and Weight Watchers, respectively, in a partnership that sees Oprah investing \$43 million in Weight Watchers and getting a seat on the company's board of directors, the firms said Monday.

Under the terms of the deal, Winfrey has agreed to buy 6,362,103 shares of Weight Watchers International Inc. common stock for \$6.79 per share, totaling nearly \$43.2 million, according to a Form 8-K filed by Weight Watchers on Monday. Her investment nets her a 10 percent stake in the company, with an option to scoop up an additional 5 percent of the company's fully diluted shares, according to a joint statement.

Winfrey will also join the Weight Watchers' board of directors so she can be a part of the decision-making process for future products and programs.

"Weight Watchers has given me the tools to begin to make the lasting shift that I and so many of us who are struggling with weight have longed for," Winfrey said. "I believe in the program so much I decided to invest in the company and partner in its evolution."

Jim Chambers, president and CEO of Weight Watchers, praised the partnership in a statement of his own, saying Winfrey will help the company to become more than just a weight-loss company.

"We are expanding our purpose from focusing on weight loss alone to more broadly helping people lead a healthier, happier life," Chambers said. "Through our conversations, it became clear that there is tremendous alignment between Oprah's intention and our mission. We believe that her remarkable ability to connect and inspire people to realize their full potential is uniquely complementary to our powerful community, extraordinary coaches and proven approach."

Ray Debbane, chairman of the Weight Watchers board of directors, called Winfrey a "force of nature" when it comes to connecting with people "on a very personal level."

"This partnership will accelerate our transformation and will meaningfully expand our ability to impact many millions of people worldwide," Debbane added.

While the announcement was short on the particulars of what Winfrey will bring to the table — instead generally noting that she'll bring her expertise to help the company with future products and programs — the addition of Winfrey to Weight Watchers gave the company an immediate bump in the stock market. Weight Watchers was up about 105 percent as of Monday afternoon, trading at \$13.92 per share.

Winfrey was represented by a Loeb & Loeb team led by Marc Chamlin and Lloyd Rothenberg and featuring Giovanni Caruso, Alan Tarr, Marla Aspinwall, Douglas Masters, Nerissa Coyle McGinn and Griffin Doty.

Weight Watchers was represented by a Simpson Thacher team led by Rob Spatt and Ken Wallach and featuring David Rubinsky and Brian Steinhardt.

--Editing by Patricia K. Cole.

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