

LEGG MASON INC  
Form 8-K/A  
August 03, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

**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 12, 2008**

**LEGG MASON, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**1-8529**  
(Commission File No.)

**52-1200960**  
(IRS Employer  
Identification No.)

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**100 International Drive, Baltimore, Maryland**  
(Address of principal executive offices)

**21202**  
(Zip Code)

**Registrant's telephone number, including area code: (410) 539-0000**

**100 Light Street, Baltimore, Maryland 21202**

(Former name or former address if changed since last report)

Check the appropriate box below if the Form 8-K/A 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))

**Item 9.01 Financial Statements and Exhibits.**

On May 12, 2008, Legg Mason, Inc. (the Company ) filed a Form 8-K under Item 8.01 to report the issuance by the Company of 20,000,000 equity units and the option to purchase up to an additional 3,000,000 equity units. The opinion of Thomas C. Merchant, Deputy General Counsel, relating to such transaction is attached hereto as Exhibit 5.1 and incorporated herein by reference.

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Subject Matter</b>                                       |
|--------------------|---|
| 5.1                | Legal Opinion of Thomas C. Merchant, Deputy General Counsel |

**SIGNATURES**

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.

**LEGG MASON, INC.**  
(Registrant)

Date: August 3, 2009

By: /s/ Thomas P. Lemke  
Thomas P. Lemke  
Senior Vice President and

General Counsel

**LEGG MASON, INC.**

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Subject Matter</b>                                       |
|--------------------|---|
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