

WMS INDUSTRIES INC /DE/
Form S-8 POS
August 28, 2008

As filed with the Securities and Exchange Commission on August 28, 2008

Registration No. 2-82186

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

Post-Effective Amendment No. 2
to
FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

WMS INDUSTRIES INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or
organization)

36-2814522
(I.R.S. Employer Identification
No.)

800 South Northpoint Boulevard, Waukegan, Illinois 60085 (847) 785-3000
(Address, including zip code, and telephone number, including area code,
of Registrant's principal executive offices)

WMS INDUSTRIES INC.
1982 EMPLOYEE STOCK OPTION PLAN

Kathleen J. McJohn, Esq.
Vice President, General Counsel and Secretary
WMS Industries Inc.
800 South Northpoint Boulevard, Waukegan, Illinois 60085
(847) 785-3000
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Jeffrey N. Siegel, Esq.
Blank Rome, LLP
The Chrysler Building, 405 Lexington Avenue
New York, New York 10174

(212) 885-5000

DEREGISTRATION OF CERTAIN SECURITIES

WMS Industries Inc. (the “Company”) hereby files this Post-Effective Amendment to its Registration Statement on Form S-8, No. 2-82186 (the “Registration Statement”), to deregister all unsold securities registered for sale through the 1982 Employee Stock Option Plan (the “1982 Plan”). The Company no longer offers its Common Stock through the 1982 Plan and is filing this Post-Effective Amendment in accordance with the undertaking included in the Registration Statement to remove from registration all securities that remain unsold at the termination of the offering through the 1982 Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post Effective Amendment to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Waukegan, State of Illinois on this 23rd day of August, 2008.

WMS INDUSTRIES INC.

By: /s/ Brian R. Gamache
Brian R. Gamache, Chief Executive Officer

Power of Attorney

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Date | Title |
|--|-----------------|---|
| /s/ Brian R. Gamache Brian R. Gamache | August 23, 2008 | Chairman and Chief Executive Officer (Principal Executive Officer) |
| /s/ Scott D. Schweinfurth Scott D. Schweinfurth | August 25, 2008 | Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer) |
| /s/ John P. McNicholas, Jr. John P. McNicholas, Jr. | August 25, 2008 | Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer) |
| /s/ Louis J. Nicasastro Louis J. Nicasastro | August 25, 2008 | Founding Director |
| /s/ Edward W. Rabin, Jr. Edward W. Rabin, Jr. | August 27, 2008 | Lead Director |
| /s/ Harold H. Bach, Jr. Harold H. Bach, Jr. | August 25, 2008 | Director |
| /s/ Robert J. Bahash Robert J. Bahash | August 25, 2008 | Director |
| /s/ Neil D. Nicasastro Neil D. Nicasastro | August 27, 2008 | Director |
| /s/ Patricia M. Nazemetz Patricia M. Nazemetz | August 25, 2008 | Director |
| /s/ Ira S. Sheinfeld Ira S. Sheinfeld | August 25, 2008 | Director |

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/s/ Bobby L. Siller August 25, 2008 Director
Bobby L. Siller

/s/ William J. Vareschi, Jr. August 25, 2008 Director
William J. Vareschi, Jr.