

WMS INDUSTRIES INC /DE/
Form SC 13D/A
April 09, 2009

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 56)*

WMS INDUSTRIES INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

969-901-107

(CUSIP Number)

Sumner M. Redstone
846 University Ave.
Norwood, Massachusetts 02062
Telephone: (781) 461-1600

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

April 8, 2009

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box .

NOTE: Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Note).

SCHEDULE 13D/A

CUSIP No. 969-901-107

NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1 SUMNER M. REDSTONE

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

SOLE VOTING POWER

7

0

SHARED VOTING POWER

8

0*

SOLE DISPOSITIVE POWER

9

0**

SHARED DISPOSITIVE POWER

10

2,859,955***

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 2,859,955***

12 x

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

5.80%

TYPE OF REPORTING PERSON (See Instructions)

14

IN

* Voting power subject to Voting Proxy Agreement described in Item 6 of this Statement.

** Does not include 11,850 shares owned by Mr. Sumner Redstone's wife, Mrs. Paula Redstone, over which she has sole dispositive and voting power.

*** Includes shares owned by National Amusements, Inc.

Page 2 of 10 Pages

SCHEDULE 13D/A

CUSIP No. 969-901-107

NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1 NATIONAL AMUSEMENTS, INC.
I.R.S. No. 04-2261332

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See
Instructions)

2 (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

SOLE VOTING POWER

7

0*

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

8

SHARED VOTING POWER

0*

SOLE DISPOSITIVE POWER

9

0

WITH

SHARED DISPOSITIVE POWER

10

2,859,955

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,859,955

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES o
CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.80%

14 TYPE OF REPORTING PERSON (See Instructions)

CO

* Voting power subject to Voting Proxy Agreement described in Item 6 of this Statement.

Page 3 of 10 Pages

Item 1. Security and Issuer

This Amendment No. 56 amends the Statement on Schedule 13D previously filed with the SEC by Mr. Sumner M. Redstone, National Amusements, Inc. (“NAI”) and the Sumner M. Redstone Charitable Foundation (u/t/d August 26, 1986) with respect to the voting common stock, \$.50 par value per share (the “Common Shares”), of WMS Industries Inc. (the “Issuer”) as follows:

Item 2. Identity and Background

Item 2 is hereby amended by deleting the Sumner M. Redstone Charitable Foundation as a filing person.

Item 4. Purpose of Transaction

Item 4 is hereby amended and replaced in its entirety with the following:

“The securities have been acquired for the purpose of investment. Subject to market conditions, the Reporting Persons may, at any time and from time to time, choose to maintain its current level of ownership or dispose of additional Common Shares of the Issuer held by them. Any sales of securities of WMS will be made in the open market, in privately negotiated transactions or otherwise. Except as described above, the Reporting Persons have no current plan or proposal which relates to, or would result in, any of the actions enumerated in subparagraphs (a) through (j) of Item 4 of Schedule 13D.”

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and replaced in its entirety with the following:

- (a) NAI is currently the beneficial owner, with shared dispositive and no voting power, of 2,859,955 Common Shares, or approximately 5.80% of the issued and outstanding Common Shares of the Issuer (based on 49,323,525 shares of Common Shares that were reported to be issued and outstanding as of January 30, 2009).
- (b) As a result of his stock ownership in NAI, Mr. Sumner M. Redstone is deemed the beneficial owner with no voting power of 2,859,955 Common Shares, or approximately 5.80% of the issued and outstanding Common Shares of the Issuer.
- (c) Transactions effected since the filing of Amendment No. 55 to this Statement on Schedule 13D with the Securities and Exchange Commission on July 28, 2008. (The transactions were executed by J.P. Morgan Securities Inc., New York, NY):

The following sales were made by National Amusements, Inc. on April 8, 2009:

| Price | Number of Shares |
|--------|------------------|
| 22.600 | 216,272 |
| 22.610 | 45,441 |
| 22.620 | 35,385 |
| 22.625 | 100 |

| Price | Number of Shares |
|--------|------------------|
| 22.630 | 6,819 |
| 22.640 | 54,762 |
| 22.650 | 23,300 |
| 22.660 | 6,300 |
| 22.670 | 9,938 |
| 22.680 | 5,500 |
| 22.690 | 2,146 |
| 22.700 | 32,223 |
| 22.710 | 8,700 |
| 22.720 | 4,600 |
| 22.730 | 2,600 |
| 22.740 | 10,100 |
| 22.750 | 6,700 |
| 22.760 | 1,800 |
| 22.770 | 4,700 |
| 22.780 | 26,224 |
| 22.790 | 3,272 |
| 22.800 | 50,600 |
| 22.803 | 100 |
| 22.805 | 500 |
| 22.810 | 27,100 |
| 22.815 | 600 |
| 22.820 | 28,300 |
| 22.825 | 500 |
| 22.830 | 21,070 |
| 22.835 | 100 |
| 22.840 | 19,658 |
| 22.845 | 600 |
| 22.850 | 29,000 |
| 22.855 | 600 |
| 22.860 | 20,282 |
| 22.865 | 400 |
| 22.870 | 15,730 |
| 22.875 | 300 |
| 22.880 | 11,600 |
| 22.885 | 1,400 |
| 22.890 | 9,500 |
| 22.895 | 300 |
| 22.900 | 19,800 |
| 22.910 | 18,900 |
| 22.920 | 21,967 |
| 22.925 | 300 |
| 22.930 | 19,653 |
| 22.930 | 100 |
| 22.940 | 19,091 |
| 22.945 | 800 |
| 22.950 | 25,100 |
| 22.955 | 400 |
| 22.960 | 17,400 |

| Price | Number of Shares |
|--------|------------------|
| 22.965 | 200 |
| 22.970 | 16,100 |
| 22.975 | 400 |
| 22.980 | 11,803 |
| 22.990 | 11,342 |
| 23.000 | 18,100 |
| 23.010 | 3,078 |
| 23.020 | 1,500 |
| 23.030 | 100 |
| 23.040 | 500 |
| 23.050 | 100 |
| 23.060 | 200 |
| 23.100 | 500 |
| 23.120 | 200 |
| 23.130 | 200 |
| 23.150 | 1,600 |
| 23.160 | 700 |
| 23.170 | 1,100 |
| 23.180 | 1,200 |
| 23.190 | 1,400 |
| 23.200 | 1,300 |
| 23.205 | 200 |
| 23.210 | 200 |
| 23.220 | 300 |
| 23.230 | 824 |
| 23.240 | 100 |
| 23.250 | 6,700 |
| 23.260 | 1,800 |
| 23.270 | 400 |
| 23.280 | 1,200 |
| 23.290 | 2,400 |
| 23.300 | 13,120 |
| 23.310 | 6,400 |
| 23.320 | 3,854 |
| 23.330 | 4,131 |
| 23.335 | 100 |
| 23.340 | 769 |
| 23.345 | 400 |
| 23.350 | 1,600 |
| 23.360 | 2,600 |
| 23.370 | 1,400 |
| 23.380 | 3,200 |
| 23.390 | 700 |
| 23.400 | 3,900 |
| 23.410 | 700 |
| 23.420 | 1,500 |
| 23.430 | 1,400 |
| 23.440 | 2,100 |
| 23.450 | 908 |

| Price | Number of Shares |
|--------|------------------|
| 23.455 | 492 |
| 23.460 | 500 |
| 23.470 | 900 |
| 23.480 | 100 |
| 23.500 | 9,800 |
| 23.510 | 1,500 |
| 23.530 | 300 |
| 23.540 | 2 |
| 23.560 | 1,100 |
| 23.570 | 700 |
| 23.590 | 1,000 |
| 23.630 | 1,600 |
| 23.640 | 1,573 |
| 23.645 | 100 |
| 23.650 | 2,327 |
| 23.660 | 2,700 |
| 23.670 | 2,356 |
| 23.680 | 2,644 |
| 23.690 | 3,044 |
| 23.700 | 700 |
| 23.710 | 854 |
| 23.720 | 1,100 |
| 23.730 | 5,800 |
| 23.740 | 800 |
| 23.750 | 627 |
| 23.760 | 1,750 |
| 23.770 | 700 |
| 23.790 | 470 |
| 23.800 | 100 |
| 23.820 | 600 |
| 23.830 | 299 |
| 23.840 | 900 |
| 23.850 | 400 |
| 23.860 | 400 |
| 23.870 | 300 |
| 23.880 | 200 |
| 23.920 | 600 |
| 23.940 | 700 |
| 23.950 | 200 |
| 23.960 | 300 |
| 23.970 | 600 |
| 23.980 | 700 |
| 23.990 | 1,700 |
| 24.000 | 1,400 |
| 24.005 | 300 |
| 24.010 | 400 |
| 24.015 | 600 |
| 24.020 | 200 |
| 24.030 | 200 |

| Price | Number of Shares |
|--------------------------|------------------|
| 24.040 | 1,144 |
| 24.050 | 656 |
| 24.060 | 1,700 |
| 24.070 | 1,014 |
| 24.080 | 86 |
| 24.090 | 300 |
| 24.100 | 1,600 |
| 24.110 | 1,600 |
| 24.120 | 900 |
| 24.125 | 100 |
| 24.130 | 2,800 |
| 24.140 | 6,200 |
| 24.150 | 9,085 |
| 24.160 | 7,084 |
| 24.165 | 100 |
| 24.170 | 6,460 |
| 24.175 | 500 |
| 24.180 | 2,401 |
| 24.190 | 2,999 |
| 24.195 | 100 |
| 24.200 | 4,629 |
| 24.205 | 100 |
| 24.210 | 1,700 |
| 24.220 | 842 |
| 24.230 | 200 |
| 24.240 | 900 |
| 24.250 | 200 |
| 24.260 | 1,200 |
| 24.280 | 700 |
| 24.310 | 200 |
| 24.320 | 100 |
| 24.340 | 200 |
| TOTAL SHARES SOLD | 1,137,600 |

Item 7.

Materials to be Filed as Exhibits

| | Exhibit No. | Description |
|---|-------------|---|
| 1 | | Joint Filing Agreement between National Amusements, Inc. and Mr. Sumner M. Redstone |

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.

Dated:

April 9, 2009

SUMNER M. REDSTONE

/s/ Sumner M. Redstone
Sumner M. Redstone,
Individually

NATIONAL AMUSEMENTS, INC.

/s/ Sumner M. Redstone

Name: Sumner M. Redstone
Title: Chairman of the Board and Chief Executive Officer

EXHIBIT 1

JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on Schedule 13D, dated November 21, 1985 (the "Schedule 13D"), with respect to the Common Stock, par value \$.50 per share, of WMS Industries Inc. is, and any amendments executed by us shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that this Agreement shall be included as an exhibit to the Schedule 13D and each such amendment. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein. This agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 9th day of April, 2009.

NATIONAL AMUSEMENTS, INC.

/s/ Sumner M. Redstone

Name: Sumner M. Redstone

Title: Chairman of the Board and Chief Executive Officer

SUMNER M. REDSTONE

/s/ Sumner M. Redstone

Sumner M. Redstone,

Individually