

WASHINGTON MUTUAL, INC  
Form POS AM  
March 14, 2012

As filed with the Securities and Exchange Commission on March 14, 2012

Registration No. 333-68524

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 2**

**TO**

**REGISTRATION STATEMENT ON**

**FORM S-4**

*UNDER*

*THE SECURITIES ACT OF 1933*

**WASHINGTON MUTUAL, INC.**

(Exact Name of Registrant as Specified in its Charter)

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(State or Other Jurisdiction of  
Incorporation or Organization)

(I.R.S. Employer  
Identification No.)

1201 Third Avenue, Suite 3000

Seattle, Washington 98101

(206) 432-8887

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant s of Principal Executive Offices)

Charles Edward Smith, Esq.

Executive Vice President, General Counsel and Secretary

1201 Third Avenue, Suite 3000

Seattle, Washington 98101

(Name and Address of Agent for Service)

(206) 432-8887

(Telephone Number, Including Area Code, of Agent for Service)

*COPY TO:*

Eric DeJong

Perkins Coie LLP

1201 Third Avenue, Suite 4800

Seattle, Washington 98101

(206) 359-8000

**Approximate date of commencement of proposed sale to the public:** This post-effective amendment deregisters the securities that remain unsold hereunder as of the date hereof.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

**EXPLANATORY NOTE: DEREGISTRATION OF SECURITIES**

On August 28, 2001, Washington Mutual, Inc., a Washington corporation (the Registrant and WMI ), filed a registration statement on Form S-4 (Registration Statement No. 333-68524) (the Registration Statement ) with the Securities and Exchange Commission, which registered 98,000,000 shares of the Registrant's common stock in connection with the merger by and between WMI and Dime Bancorp, Inc. The Registrant Statement was amended by Post-Effective Amendment No. 1 on Form S-8 on January 7, 2001, which covered up to 6,734,602 common shares issuable pursuant to obligations assumed by WMI under the following plans: Dime Bancorp, Inc. Stock Incentive Plan, Dime Bancorp, Inc. 1991 Stock Incentive Plan, Dime Bancorp, Inc. Stock Incentive Plan for Outside Directors, Dime Bancorp, Inc. 1990 Stock Option Plan, Dime Bancorp, inc. 1992 Stock Option Plan, Dime Bancorp, Inc. 1997 Stock Incentive Plan for Outside Directors, and Dime Bancorp, Inc. Incentive Stock Option Plan.

As previously disclosed, on September 26, 2008, WMI and WMI Investment Corp. ( WMI Investment ), and collectively with WMI, the Debtors ) filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the Bankruptcy Court ) (Case No. 08-12229 (MFW)). On February 23, 2012, the Bankruptcy Court entered an order confirming the Debtors Seventh Amended Joint Plan of Reorganization (as amended, modified or supplemented from time to time, the Plan ). As contemplated by the Plan, all existing securities and agreements evidencing an equity interest of the Debtors shall be cancelled as of the effective date of the Plan. Therefore, this Amendment is being filed to deregister all securities registered but not sold under the Registration Statement and all amendments thereto.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

| <b>Exhibit<br/>Number</b> | <b>Description of Document</b> |
|---------------------------|--------------------------------|
| 24.1                      | Power of Attorney              |

**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 this Post-Effective Amendment No. 2 to Registration Statement No. 333-68524 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on March 14, 2012.

WASHINGTON MUTUAL, INC.

By: /s/ Robert J. Williams  
Name: Robert J. Williams  
Title: President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to Registration Statement No. 333-68524 has been signed by the following persons in the capacities indicated below on March 14, 2012.

| <b>Signature</b>                                       | <b>Title</b>  |
|--|---|
| /s/ Robert J. Williams<br>Robert J. Williams           | President<br>(Principal Executive Officer)                              |
| /s/ John Maciel<br>John Maciel                         | Chief Financial Officer<br>(Principal Financial and Accounting Officer) |
| /s/ Stephen E. Frank *<br>Stephen E. Frank             | Director and Chairman of the Board                                      |
| /s/ Alan Fishman *<br>Alan Fishman                     | Director  |
| /s/ Philip Matthews *<br>Philip Matthews               | Director  |
| /s/ Margaret Osmer McQuade *<br>Margaret Osmer McQuade | Director  |
| /s/ Regina T. Montoya *<br>Regina T. Montoya           | Director  |
| /s/ Michael K. Murphy *<br>Michael K. Murphy           | Director  |
| /s/ William G. Reed, Jr. *<br>William G. Reed, Jr.     | Director  |
| /s/ Orin Smith *<br>Orin Smith                         | Director  |
| /s/ James H. Stever *<br>James H. Stever               | Director  |

\*By: /s/ Charles Edward Smith  
As Attorney-in-Fact under Power of Attorney  
effective as of March 12, 2012

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description of Document</b> |
|---------------------------|--------------------------------|
| 24.1                      | Power of Attorney              |