

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. 333-06021

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)

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WMS INDUSTRIES INC.  
1994 STOCK OPTION PLAN

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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. 333-06021 (the “Registration Statement”), to deregister all unsold securities registered for sale through the 1994 Stock Option Plan (the “1994 Plan”). The Company no longer offers its Common Stock through the 1994 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 1994 Plan.

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

Ira S. Sheinfeld

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

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