

LEGG MASON, INC.
Form S-8 POS
July 16, 2012

As filed with the Securities and Exchange Commission on July 16, 2012

Registration No. 333-66891

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

Post-Effective Amendment No. 1 to Form S-8

REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933

Legg Mason, Inc.

(Exact name of registrant as specified in its charter)

Maryland

*(State or other jurisdiction of incorporation or
organization)*

52-1200960

(I.R.S. employer identification number)

**100 International Drive
Baltimore, Maryland 21202
(410) 539-0000**

(Address including zip code, and telephone number, including area code, of registrant's principal executive offices)

The Legg Mason Profit Sharing and 401(k) Plan and Trust

(Full title of the Plans)

Thomas C. Merchant

**Vice President and General Counsel-Corporate
Legg Mason, Inc.**

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**100 International Drive
Baltimore, Maryland 21202
(410) 539-0000**

(Name, address and telephone number of agent for service)

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. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

EXPLANATORY NOTE

Legg Mason, Inc. (the Registrant) is hereby filing this Post-Effective Amendment No.1 to the Registration Statement on Form S-8 filed on November 6, 1998 (Registration No. 333-66891) (the Registration Statement) to deregister certain shares of the Registrant s common stock that were registered for issuance under the Legg Mason Profit Sharing and 401(k) Plan and Trust (the Plan).

The Registration Statement registered a total of 1,000,000 shares of common stock under the Plan. The Registration Statement is hereby amended to deregister the remaining unissued shares interests under the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baltimore, State of Maryland, on this 16th day of July, 2012.

LEGG MASON, INC

By:

/s/ Mark R. Fetting

Mark R. Fetting

President, Chief Executive Officer and Chairman of the Board

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------------|--|---------------|
| <u>/s/ Mark R. Fetting</u> | Chairman and Chief Executive Officer | July 16, 2012 |
| Mark R. Fetting | (Principal Executive Officer) | |
| <u>/s/ Peter H. Nachtwey</u> | Chief Financial Officer | July 16, 2012 |
| Peter H. Nachtwey | (Principal Financial and Principal Accounting Officer) | |
| <u>/s/ Harold L. Adams</u> | Director | July 16, 2012 |
| Harold L. Adams | | |
| <u>/s/ Robert E. Angelica</u> | Director | July 16, 2012 |
| Robert E. Angelica | | |
| <u>/s/ Dennis R. Beresford</u> | Director | July 16, 2012 |
| Dennis R. Beresford | | |
| <u>/s/ John T. Cahill</u> | Director | July 16, 2012 |
| John T. Cahill | | |
| <u>/s/ Barry W. Huff</u> | Director | July 16, 2012 |
| Barry W. Huff | | |
| <u>/s/ John E. Koerner III</u> | Director | July 16, 2012 |
| John E. Koerner III | | |

| | | |
|---------------------------------------|----------|---------------|
| | Director | July 16, 2012 |
| <u>/s/ Cheryl Gordon Krongard</u> | | |
| Cheryl Gordon Krongard | | |
| <u>/s/ Nelson Peltz</u> | Director | July 16, 2012 |
| Nelson Peltz | | |
| <u>/s/ W. Allen Reed</u> | Director | July 16, 2012 |
| W. Allen Reed | | |
| <u>/s/ Margaret Milner Richardson</u> | Director | July 16, 2012 |
| Margaret Milner Richardson | | |
| <u>/s/ Nicholas J. St. George</u> | Director | July 16, 2012 |
| Nicholas J. St. George | | |
| <u>/s/ Kurt L. Schmoke</u> | Director | July 16, 2012 |
| Kurt L. Schmoke | | |

Plan. Pursuant to the requirements of the Securities Act, the administrator of the Plan has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baltimore, State of Maryland on this 16th day of July, 2012.

The Legg Mason Profit Sharing and 401(k) Plan and Trust

By:

/s/ Brian K. Becker

Brian K. Becker

Plan Administrator