

WMS INDUSTRIES INC /DE/
Form SC 13D/A
March 24, 2003

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

SCHEDULE 13D
(Amendment No. 22)

Under the Securities Exchange Act of 1934

WMS INDUSTRIES INC.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

969-901-107
(CUSIP Number)

Sumner M. Redstone
200 Elm Street
Dedham, Massachusetts 02026
Telephone: (781) 461-1600
(Name, Address and Telephone Number of
Person Authorized to Receive Notices and Communications)

September 20, 2001
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box / /.

Check the following box if a fee is being paid with this statement / /.

CUSIP No. 969-901-107

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(1) Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
SUMNER M. REDSTONE
S.S. No.

(2) Check the Appropriate Box if a Member of Group
(See Instructions)
/ / (a)

/ / (b)

(3) SEC Use Only

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(4) Sources of Funds (See Instructions) PF

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e).

(6) Citizenship or Place of Organization United States

Number of (7) Sole Voting Power 0
Shares
Beneficially (8) Shared Voting Power 8,460,300*
Owned by
Each (9) Sole Dispositive Power 4,976,400
Reporting
Person With (10) Shared Dispositive Power 0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 8,460,300**

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11) 26.28%

(14) Type of Reporting Person (See Instructions) IN

* Voting power subject to Voting Proxy Agreement described in Item 6 of Amendment No. 19 to this Statement.

**Includes shares owned by National Amusements, Inc.

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(1) Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
NATIONAL AMUSEMENTS, INC.
I.R.S. Identification No. 04-2261332

(2) Check the Appropriate Box if a Member of Group (See Instructions)
/ / (a)

/ / (b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions) WC

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e).

(6) Citizenship or Place of Organization Maryland

Number of (7) Sole Voting Power 0

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| | | | |
|---|-------|--------------------------|------------|
| Shares | ----- | | |
| Beneficially | (8) | Shared Voting Power | 3,483,900* |
| Owned by | ----- | | |
| Each | (9) | Sole Dispositive Power | 3,483,900 |
| Reporting | ----- | | |
| Person With | (10) | Shared Dispositive Power | 0 |
| ----- | | | |
| (11) Aggregate Amount Beneficially Owned by Each Reporting Person | | | |
| | | | 3,483,900 |
| ----- | | | |
| (12) Check if the Aggregate Amount in Row (11) Excludes Certain | | | |
| Shares (See Instructions) | | | |
| ----- | | | |
| (13) Percent of Class Represented by Amount in Row (11) | | | |
| | | | 10.82% |
| ----- | | | |
| (14) Type of Reporting Person (See Instructions) | | | |
| | | | CO |
| ----- | | | |
| * Voting power subject to Voting Proxy Agreement described in | | | |
| Item 6 of Amendment No. 19 to this Statement. | | | |

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This Amendment No. 22 hereby amends the Statement on Schedule 13D, previously filed by Mr. Sumner M. Redstone and National Amusements, Inc. with respect to the common stock, \$.50 par value (the "Common Stock"), of WMS Industries Inc. ("WMS"), as follows:

Item 2. Identity and Background.

Item 2 is amended and restated in its entirety as follows:

"This Statement is being filed by Mr. Sumner M. Redstone and National Amusements, Inc. ("NAI").

NAI, a Maryland corporation, has its principal office at 200 Elm Street, Dedham, Massachusetts 02026. NAI's principal businesses are owning and operating movie theaters in the United States, the United Kingdom and South America and holding the common stock of NAIRI, Inc., a Delaware corporation. Mr. Redstone holds 66-2/3% of the voting securities of NAI, as a voting trustee of the Sumner M. Redstone Trust, and is the voting trustee of an additional 16 2/3% of the voting securities of NAI, held by the National Amusements, Inc. SER Voting Trust.

Sumner M. Redstone is an individual whose business address is c/o National Amusements, Inc., 200 Elm Street, Dedham, Massachusetts 02026. Mr. Redstone's principal occupation is Chairman of the Board and Chief Executive Officer of NAI and Chairman of the Board, Chief Executive Officer of Viacom Inc.

The executive officers and directors of NAI are set

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forth on Schedule I attached hereto. Schedule I sets forth the following information with respect to each such person:

- (a) Name;
- (b) Residence or business address; and
- (c) Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted.

During the last five years, neither of the Reporting Persons nor any person named in Schedule I attached hereto has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

All of the directors of NAI, including Mr. Sumner M. Redstone, are citizens of the United States.

Item 4. Purpose of the Transaction

Item 4 is hereby amended and restated in its entirety as follows:

"The securities have been acquired for the purpose of investment. The Reporting Persons may, at any time and from time to time, purchase additional Common Shares of the Issuer and may dispose of any and all Common Shares of the Issuer held by them. The Reporting Persons currently intend, subject to market conditions, to purchase additional shares of the Common Stock of WMS. The Reporting Persons have previously received governmental approval pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the

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"Act") to purchase additional Common Stock of WMS but do not intend to meet or exceed the \$500 million or 50% notification threshold under the Act. Any purchases or 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

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Item 5 is hereby amended as follows:

- (a) National Amusements, Inc. is currently the beneficial owner, with sole dispositive and shared voting power, of 3,483,900 shares, or approximately 10.82%, of the issued and outstanding Common Stock of WMS (based on 32,186,807 shares of Common Stock that were issued and outstanding as of September 14, 2001, according to WMS).
- (b) Mr. Sumner M. Redstone is currently the beneficial owner, with sole dispositive and shared voting power, of 4,976,400 shares, or approximately 15.46%, of the issued and outstanding shares of the Common Stock of WMS (based on 32,186,807 shares of Common Stock that were issued and outstanding as of September 14, 2001, according to WMS). As a result of his stock ownership in National Amusements, Inc., Mr. Sumner M. Redstone is deemed the beneficial owner of an additional 3,483,900 shares of the issued and outstanding shares of Common Stock of WMS, for a total of 8,460,300 shares of the Common Stock, or approximately 26.28% of the issued and outstanding shares of Common Stock of WMS (based on 32,186,807 shares of Common Stock that were issued and outstanding as of September 14, 2001, according to WMS).

All shared voting power described in paragraphs (a) and (b) of this Item 5 is pursuant to the Voting Proxy Agreement described in Item 6 of Amendment No. 19 to this Statement.

Transactions effected during the past 60 days.

(All transactions were executed by Bear Stearns, New York, N.Y.)

SUMNER M. REDSTONE

| DATE | NO. OF SHARES | PRICE |
|------------|---------------|---------|
| 08-30-2001 | 500 | \$21.08 |
| 08-30-2001 | 6,800 | \$21.15 |
| 08-30-2001 | 1,500 | \$21.17 |
| 08-30-2001 | 500 | \$21.20 |
| 08-30-2001 | 500 | \$21.21 |
| 08-30-2001 | 1,000 | \$21.30 |
| 08-31-2001 | 300 | \$21.07 |
| 08-31-2001 | 2,200 | \$21.21 |
| 08-31-2001 | 100 | \$21.24 |
| 08-31-2001 | 6,500 | \$21.25 |
| 08-31-2001 | 800 | \$21.26 |
| 08-31-2001 | 1,100 | \$21.27 |
| 08-31-2001 | 2,000 | \$21.28 |
| 08-31-2001 | 5,100 | \$21.30 |

| DATE | NO. OF SHARES | PRICE |
|------------|---------------|---------|
| 08-31-2001 | 500 | \$21.36 |
| 08-31-2001 | 1,100 | \$21.50 |
| 08-31-2001 | 26,900 | \$21.60 |
| 09-04-2001 | 2,000 | \$21.20 |
| 09-04-2001 | 700 | \$21.25 |
| 09-04-2001 | 200 | \$21.29 |
| 09-04-2001 | 100 | \$21.35 |
| 09-04-2001 | 1,700 | \$21.38 |
| 09-04-2001 | 3,000 | \$21.45 |
| 09-05-2001 | 700 | \$20.75 |
| 09-05-2001 | 200 | \$20.79 |
| 09-05-2001 | 4,300 | \$20.82 |
| 09-05-2001 | 8,800 | \$20.84 |
| 09-06-2001 | 3,000 | \$20.60 |
| 09-06-2001 | 200 | \$20.83 |
| 09-06-2001 | 1,300 | \$20.84 |
| 09-06-2001 | 1,500 | \$20.85 |
| 09-06-2001 | 1,500 | \$20.90 |
| 09-10-2001 | 600 | \$20.03 |
| 09-10-2001 | 6,000 | \$20.05 |
| 09-10-2001 | 500 | \$20.20 |
| 09-10-2001 | 14,400 | \$20.25 |
| 09-17-2001 | 12,500 | \$19.00 |
| 09-17-2001 | 2,500 | \$19.01 |
| 09-17-2001 | 200 | \$19.06 |
| 09-17-2001 | 2,000 | \$19.22 |
| 09-17-2001 | 9,800 | \$19.25 |
| 09-18-2001 | 6,000 | \$17.50 |
| 09-19-2001 | 500 | \$15.61 |
| 09-19-2001 | 6,600 | \$15.66 |
| 09-19-2001 | 19,400 | \$15.70 |
| 09-19-2001 | 3,600 | \$15.71 |
| 09-19-2001 | 6,400 | \$15.84 |
| 09-19-2001 | 9,500 | \$15.85 |
| 09-19-2001 | 200 | \$15.90 |
| 09-19-2001 | 200 | \$16.00 |
| 09-19-2001 | 300 | \$16.14 |
| 09-19-2001 | 6,200 | \$16.15 |
| 09-19-2001 | 5,800 | \$16.10 |
| 09-19-2001 | 15,100 | \$16.20 |
| 09-19-2001 | 3,200 | \$16.30 |
| 09-19-2001 | 5,000 | \$16.34 |
| 09-19-2001 | 1,000 | \$16.37 |
| 09-19-2001 | 5,000 | \$16.45 |
| 09-20-2001 | 500 | \$15.87 |
| 09-20-2001 | 16,300 | \$16.00 |
| 09-20-2001 | 6,800 | \$16.01 |

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| | | |
|------------|--------|---------|
| 09-20-2001 | 10,500 | \$16.07 |
| 09-20-2001 | 2,500 | \$16.09 |

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| DATE | NO. OF SHARES | PRICE |
|------------|---------------|---------|
| 09-20-2001 | 1,600 | \$16.16 |
| 09-20-2001 | 12,300 | \$16.20 |
| 09-20-2001 | 2,500 | \$16.22 |
| 09-20-2001 | 5,000 | \$16.23 |
| 09-20-2001 | 500 | \$16.25 |
| 09-20-2001 | 5,400 | \$16.27 |
| 09-20-2001 | 32,100 | \$16.30 |
| 09-20-2001 | 4,900 | \$16.39 |
| 09-20-2001 | 20,000 | \$16.40 |
| 09-20-2001 | 4,500 | \$16.60 |
| 09-20-2001 | 4,600 | \$16.75 |

All of the above transactions were purchases.

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Signatures

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. Pursuant to Rule 13d-1(k)(1) each of the undersigned agrees that this statement is filed on behalf of each of us.

September 21, 2001

/s/ Sumner M. Redstone

Sumner M. Redstone
Individually

National Amusements, Inc.

By: /s/ Sumner M. Redstone

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Sumner M. Redstone
 Chairman and Chief
 Executive Officer

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SCHEDULE I
 NATIONAL AMUSEMENTS, INC.

EXECUTIVE OFFICERS

| Name | Business or Residence Address | Principal Occupation or Employment | Name and Address of Corporation or Other Organization in which Employed |
|--------------------|---|---|---|
| Sumner M. Redstone | Viacom Inc. 1515 Broadway New York, NY 10036 | Chairman of the Board and Chief Executive Officer of Viacom Inc.; Chairman of the Board and Chief Executive Officer of National Amusements, Inc.; Chairman and President of NAIRI, Inc. | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 Viacom Inc. 1515 Broadway New York, N.Y. 10036 |
| Shari Redstone | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 | President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc. | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 |
| Jerome Magner | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 | VP and Treasurer of National Amusements, Inc., and NAIRI, Inc. | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 |
| Richard Sherman | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 | Vice President of National Amusements, Inc. and NAIRI, Inc. | National Amusements, Inc. 200 Elm Street Dedham, MA |

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DIRECTORS

| Name | Business or Residence Address | Principal Occupation or Employment | Name and Address of Corporation or Other Organization in which Employed |
|--------------------|--|---|---|
| Sumner M. Redstone | Viacom Inc. 1515 Broadway New York, NY 10036 | Chairman of the Board and Chief Executive Officer of Viacom Inc.; Chairman of the Board and Chief Executive Officer of National Amusements, Inc.; Chairman and President of NAIRI, Inc. | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 Viacom Inc. 1515 Broadway New York, N.Y. 10036 |
| Shari Redstone | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 | President of National Amusements, Inc. and Executive Vice President of NAIRI, Inc. | National Amusements, Inc. 200 Elm Street Dedham, MA 02026 |
| George S. Abrams | Winer & Abrams 60 State Street Boston, MA 02109 | Attorney | Winer & Abrams 60 State Street Boston, MA 02109 |
| David Andelman | Lourie and Cutler 60 State Street Boston, MA 02109 | Attorney | Lourie and Cutler 60 State Street Boston, MA 02109 |
| Philippe P. Dauman | DND Capital Partners, LLC 9 West 57th St., Suite 4615 New York, N.Y. 10019 | Co-Chairman and CEO of DND Capital Partners LLC | DND Capital Partners, LLC 9 West 57th St., Suite 4615 New York, N.Y. 10019 |
| Brent D. Redstone | c/o Showtime Networks Inc. 1633 Broadway | Director of National Amusements, Inc. | National Amusements, Inc. 200 Elm Street |

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New York, NY
10019

Dedham, MA
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