

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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<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	Director	July 16, 2012
<u>/s/ Robert E. Angelica</u>	Director	July 16, 2012
Robert E. Angelica	Director	July 16, 2012
<u>/s/ Dennis R. Beresford</u>	Director	July 16, 2012
Dennis R. Beresford	Director	July 16, 2012
<u>/s/ John T. Cahill</u>	Director	July 16, 2012
John T. Cahill	Director	July 16, 2012
<u>/s/ Barry W. Huff</u>	Director	July 16, 2012
Barry W. Huff	Director	July 16, 2012
<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