

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. 23)

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)

October 4, 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

Page 1 of 6 Pages

(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 8,807,900*
Owned by
Each (9) Sole Dispositive Power 5,324,000
Reporting
Person With (10) Shared Dispositive Power 0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 8,807,900**

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

(13) Percent of Class Represented by Amount in Row (11) 27.36%

(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

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| | | | |
|---|------|--------------------------|------------|
| Number of Shares | (7) | Sole Voting Power | 0 |
| Beneficially Owned by Each Reporting Person With | (8) | Shared Voting Power | 3,483,900* |
| | (9) | Sole Dispositive Power | 3,483,900 |
| | (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. 23 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 5. Interest in Securities of the Issuer

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' Form 10K filed September 26, 2001).
- (b) Mr. Sumner M. Redstone is currently the beneficial owner, with sole dispositive and shared voting power, of 5,324,000 shares, or approximately 16.54%, 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' Form 10K filed September 26, 2001). As a

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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 8,807,900 shares of the Common Stock, or approximately 27.36% 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' Form 10K filed September 26, 2001).

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 since the filing of the Statement on Schedule 13D Amendment No. 22 dated September 20, 2001.

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

SUMNER M. REDSTONE

| DATE | NO. OF SHARES | PRICE |
|------------|---------------|---------|
| ----- | ----- | ----- |
| 09-21-2001 | 6,800 | \$15.86 |
| 09-21-2001 | 13,800 | \$16.05 |
| 09-21-2001 | 3,200 | \$16.06 |
| 09-21-2001 | 700 | \$16.14 |
| 09-21-2001 | 21,300 | \$16.15 |
| 09-21-2001 | 300 | \$16.16 |
| 09-21-2001 | 400 | \$16.20 |
| 09-21-2001 | 9,200 | \$16.25 |
| 09-21-2001 | 1,300 | \$16.26 |
| 09-21-2001 | 5,700 | \$16.30 |
| 09-21-2001 | 5,600 | \$16.35 |
| 09-21-2001 | 3,800 | \$16.38 |
| 09-21-2001 | 4,000 | \$16.40 |
| 09-21-2001 | 4,900 | \$16.49 |
| 09-24-2001 | 1,800 | \$16.40 |
| 09-24-2001 | 500 | \$16.47 |
| 09-24-2001 | 1,200 | \$16.50 |

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| DATE | NO. OF SHARES | PRICE |
|------------|---------------|---------|
| ----- | ----- | ----- |
| 09-24-2001 | 500 | \$16.53 |
| 09-24-2001 | 500 | \$16.63 |
| 09-24-2001 | 4,500 | \$16.65 |
| 09-24-2001 | 5,700 | \$16.67 |
| 09-24-2001 | 9,600 | \$16.73 |
| 09-24-2001 | 200 | \$16.74 |
| 09-24-2001 | 3,800 | \$16.77 |
| 09-24-2001 | 900 | \$16.93 |
| 09-24-2001 | 8,000 | \$16.95 |

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| | | |
|------------|--------|---------|
| 09-24-2001 | 800 | \$17.00 |
| 09-24-2001 | 9,000 | \$17.05 |
| 09-26-2001 | 1,100 | \$16.62 |
| 09-26-2001 | 900 | \$16.97 |
| 09-26-2001 | 4,100 | \$16.98 |
| 09-26-2001 | 4,100 | \$16.80 |
| 09-26-2001 | 1,300 | \$16.70 |
| 09-27-2001 | 100 | \$16.27 |
| 09-27-2001 | 4,400 | \$16.39 |
| 09-27-2001 | 10,500 | \$16.40 |
| 09-27-2001 | 800 | \$16.41 |
| 09-27-2001 | 3,000 | \$16.45 |
| 09-27-2001 | 200 | \$16.50 |
| 09-27-2001 | 2,300 | \$16.51 |
| 09-27-2001 | 3,000 | \$16.55 |
| 09-28-2001 | 2,500 | \$16.70 |
| 09-28-2001 | 1,000 | \$16.80 |
| 09-28-2001 | 1,000 | \$17.00 |
| 09-28-2001 | 7,000 | \$17.04 |
| 09-28-2001 | 1,000 | \$17.05 |
| 09-28-2001 | 1,000 | \$17.08 |
| 09-28-2001 | 8,000 | \$17.09 |
| 09-28-2001 | 1,000 | \$17.10 |
| 09-28-2001 | 800 | \$17.12 |
| 09-28-2001 | 200 | \$17.14 |
| 09-28-2001 | 1,100 | \$17.31 |
| 09-28-2001 | 200 | \$17.36 |
| 09-28-2001 | 2,800 | \$17.40 |
| 09-28-2001 | 17,400 | \$17.45 |
| 09-28-2001 | 7,000 | \$17.48 |
| 10-01-2001 | 2,600 | \$16.93 |
| 10-01-2001 | 2,000 | \$17.04 |
| 10-01-2001 | 200 | \$17.09 |
| 10-01-2001 | 6,200 | \$17.10 |
| 10-01-2001 | 100 | \$17.16 |
| 10-01-2001 | 3,400 | \$17.18 |
| 10-01-2001 | 3,500 | \$17.21 |
| 10-01-2001 | 1,500 | \$17.25 |
| 10-01-2001 | 500 | \$17.27 |
| 10-01-2001 | 4,000 | \$17.28 |
| 10-01-2001 | 2,000 | \$17.38 |

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| DATE | NO. OF SHARES | PRICE |
|------------|---------------|---------|
| ----- | ----- | ----- |
| 10-02-2001 | 1,800 | \$16.91 |
| 10-02-2001 | 4,200 | \$17.05 |
| 10-02-2001 | 500 | \$17.09 |
| 10-02-2001 | 500 | \$17.10 |
| 10-02-2001 | 200 | \$17.29 |

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| | | |
|------------|--------|---------|
| 10-02-2001 | 3,600 | \$17.44 |
| 10-02-2001 | 4,800 | \$17.45 |
| 10-02-2001 | 500 | \$17.54 |
| 10-02-2001 | 4,300 | \$17.55 |
| 10-02-2001 | 200 | \$17.56 |
| 10-02-2001 | 2,300 | \$17.57 |
| 10-02-2001 | 1,300 | \$17.60 |
| 10-02-2001 | 1,000 | \$17.65 |
| 10-02-2001 | 3,500 | \$17.70 |
| 10-02-2001 | 200 | \$17.77 |
| 10-02-2001 | 1,800 | \$17.80 |
| 10-02-2001 | 2,300 | \$17.82 |
| | | |
| 10-03-2001 | 100 | \$17.81 |
| 10-03-2001 | 1,000 | \$17.85 |
| 10-03-2001 | 5,000 | \$17.86 |
| 10-03-2001 | 1,000 | \$17.89 |
| 10-03-2001 | 900 | \$17.91 |
| 10-03-2001 | 400 | \$17.93 |
| 10-03-2001 | 1,600 | \$17.94 |
| 10-03-2001 | 3,500 | \$17.96 |
| 10-03-2001 | 100 | \$17.98 |
| 10-03-2001 | 200 | \$17.99 |
| 10-03-2001 | 6,700 | \$18.00 |
| 10-03-2001 | 500 | \$18.03 |
| 10-03-2001 | 1,000 | \$18.15 |
| 10-03-2001 | 3,000 | \$18.18 |
| | | |
| 10-04-2001 | 100 | 18.19 |
| 10-04-2001 | 2000 | 18.20 |
| 10-04-2001 | 500 | 18.28 |
| 10-04-2001 | 16,200 | 18.30 |
| 10-04-2001 | 5,700 | 18.31 |
| 10-04-2001 | 1,100 | 18.32 |
| 10-04-2001 | 100 | 18.36 |
| 10-04-2001 | 1,700 | 18.38 |
| 10-04-2001 | 500 | 18.39 |
| 10-04-2001 | 4,700 | 18.40 |
| 10-04-2001 | 500 | 18.48 |
| 10-04-2001 | 2,000 | 18.50 |
| 10-04-2001 | 100 | 18.59 |
| 10-04-2001 | 900 | 18.60 |
| 10-04-2001 | 1,000 | 18.63 |
| 10-04-2001 | 2,500 | 18.70 |
| 10-0402001 | 1,000 | 18.77 |
| 10-04-2001 | 3,500 | 18.78 |
| 10-04-2001 | 1,200 | 18.81 |
| 10-04-2001 | 1,500 | 18.85 |
| 10-04-2001 | 1,000 | 18.90 |

All of the above transactions were purchases.

Signatures

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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.

October 5, 2001

/s/ Sumner M. Redstone

Sumner M. Redstone
Individually

National Amusements, Inc.

By: /s/ Sumner M. Redstone

Sumner M. Redstone
Chairman and Chief
Executive Officer