

WMS INDUSTRIES INC /DE/  
Form 8-K  
January 31, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 26, 2012

**WMS INDUSTRIES INC.**

(Exact name of registrant as specified in its charter)

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

**1-8300**  
(Commission  
File Number)

**36-2814522**  
(IRS Employer  
Identification No.)

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**800 South Northpoint Blvd., Waukegan, Illinois**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (847) 785-3000**

**60085**

**(Zip Code)**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02 Results of Operations and Financial Condition.**

On January 26, 2012, WMS Industries Inc. (the Corporation ) issued a press release relating to its results for the quarter ended December 31, 2011. A copy of the press release is furnished with this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference. Shortly after the issuance of the January 26, 2012 press release, the Corporation held a conference call with investors, analysts and others further discussing the December 2011 quarterly financial results and financial guidance, including a question and answer session. A transcript of that conference call is being furnished with this Current Report on Form 8-K as Exhibit 99.2 and is incorporated herein by reference.

This information furnished under Item 2.02 Results of Operations and Financial Condition , including the exhibits related thereto, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any disclosure document of the Corporation, except as shall be expressly set forth by specific reference in such document.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| Exhibits | Description  |
|----------|--|
| 99.1     | Press Release of WMS Industries Inc. dated January 26, 2012  |
| 99.2     | Transcript of WMS Industries Inc. Conference Call held on January 26, 2012   |
| 99.3     | Worldwide Merchandising Agreement/License Agreement Summary and License Agreement (the License Agreement ) dated as of September 1, 1997 between WMS Gaming Inc., Hasbro, Inc. and Hasbro International, Inc. Portions of this exhibit have been omitted under a request for confidential treatment filed separately with the commission.* |
| 99.4     | Amendment No. 3, dated December 16, 2002 to the License Agreement dated as of September 1, 1997 between WMS Gaming Inc., Hasbro, Inc. and Hasbro International Inc. Portions of this exhibit have been omitted under a request for confidential treatment filed separately with the commission.*   |
| 99.5     | Amendment No. 4, dated September 15, 2003 to the License Agreement dated as of September 1, 1997 between WMS Gaming Inc., Hasbro, Inc. and Hasbro International Inc. Portions of this exhibit have been omitted under a request for confidential treatment filed separately with the commission.*  |
| 99.6     | Amendment No. 6, dated December 16, 2006, to the License Agreement dated as of September 1, 1997 between WMS Gaming Inc., Hasbro, Inc. and Hasbro International, Inc. Portions of this exhibit have been omitted under a request for confidential treatment filed separately with the commission.*   |

\* These exhibits (collectively, the 1997 License Agreement ) have been previously filed with the Securities and Exchange Commission ( SEC ) omitting certain information pursuant to confidential treatment orders granted by the SEC. Recently, the Corporation determined that some of the omitted information no longer requires confidential treatment and therefore the Corporation is hereby refiling the 1997 License Agreement under a revised request for confidential treatment making certain previously omitted information available. The 1997 License Agreement was terminated March 31, 2009.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WMS Industries Inc.

/s/ Kathleen J. McJohn  
Name: Kathleen J. McJohn  
Title: Vice President, General Counsel and Secretary  
Date: January 31, 2012

**Exhibit Index**

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