

WMS INDUSTRIES INC /DE/
Form 4
October 18, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
McNicholas John

2. Issuer Name and Ticker or Trading Symbol
WMS INDUSTRIES INC /DE/
[WMS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
800 S. NORTHPOINT BLVD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/18/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Controller and CAO

WAUKEGAN, IL 60085

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 10/18/2013 | | D | 19,350 (1) D \$ 26 | 3,454 | D | |
| Common Stock | 10/18/2013 | | D | 3,454 D (2) 0 | | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 16.87 | 10/18/2013 | | D | 16,875 | <u>(3)</u> 12/14/2015 | Common Stock | 16,875 |
| Stock Option | \$ 16.95 | 10/18/2013 | | D | 6,361 | <u>(3)</u> 08/14/2016 | Common Stock | 6,361 |
| Stock Option | \$ 20.05 | 10/18/2013 | | D | 6,787 | <u>(3)</u> 09/15/2018 | Common Stock | 6,787 |
| Stock Option | \$ 16.52 | 10/18/2013 | | D | 8,504 | <u>(3)</u> 12/06/2019 | Common Stock | 8,504 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|--|
| McNicholas John 800 S. NORTHPOINT BLVD WAUKEGAN, IL 60085 | Director 10% Owner Officer VP, Controller and CAO |

Signatures

/s/ John P. McNicholas, Jr. 10/18/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents shares of common stock and restricted stock units that were cancelled and converted into the right to receive \$26.00 per share pursuant to the merger agreement between Issuer and Scientific Games Corporation (the "Merger Agreement").
- (2) Disposed of pursuant to the Merger Agreement in exchange for restricted stock units of Scientific Games Corporation using an exchange ratio based on the per-share closing price of WMS common stock on the merger closing date to the per-share closing price of Scientific Games Corporation on the merger closing date.
- (3) This option was cancelled and converted pursuant to the Merger Agreement into the right to receive a cash payment equal to \$26.00 per share minus the exercise price, multiplied by the number of options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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