

WMS INDUSTRIES INC /DE/
Form SC 13D/A
July 31, 2002

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

SCHEDULE 13D

(Amendment No. 26)

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)

July 30, 2002
(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 / /.

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Schedule 13D/A

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

SUMNER M. REDSTONE

S.S. No. 026-24-2929

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

/ / (a)

/ / (b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions)

(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 Shares Beneficially Owned by Each Reporting Person With	(7)	Sole Voting Power	0*
	(8)	Shared Voting Power	0*
	(9)	Sole Dispositive Power	3,085,700
	(10)	Shared Dispositive Power	3,483,900**

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
6,569,300**

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

(13) Percent of Class Represented by Amount in Row (11) 20.5%*

(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.

(1) Name of Reporting Person

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S.S. or I.R.S. Identification No. of Above Person

NATIONAL AMUSEMENTS, INC.

I.R.S 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) N/A

(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*
Shares

Beneficially (8) Shared Voting Power 0*
Owned by

Each (9) Sole Dispositive Power 0
Reporting

Person With (10) Shared Dispositive Power 3,483,900

(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) 10.9%

(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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Item 1. Security and Issuer.

This Amendment No. 26 amends the Statement on Schedule 13D previously filed by Mr. Sumner M. Redstone and National Amusements, Inc. ("NAI") with respect to the common stock, \$.50 par value per share (the "Common Shares"), of WMS Industries Inc. (the "Issuer") as follows:

Item 2. Identity and Background.

Item 2 is amended as follows:

The third full paragraph of Item 2 (as restated in Amendment 22) is deleted and replaced with the following paragraph:

"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 approximately 83% of the voting securities of NAI as a voting trustee of various trusts."

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended as follows:

- (a) NAI is currently the beneficial owner, with shared dispositive and no voting power, of 3,483,900 Common Shares, or approximately 10.9%, of the issued and outstanding Common Shares of the Issuer (based on the number of Common Shares that were reported to be issued and outstanding as of May 10, 2002).
- (b) Mr. Sumner M. Redstone is currently the beneficial owner, with sole dispositive and no voting power, of 3,085,700 Common Shares, or approximately 9.6%, of the issued and outstanding Common Shares of the Issuer (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding on as of May 10, 2002). As a result of his stock ownership in NAI, Mr. Sumner M. Redstone is deemed the beneficial owner of an additional 3,483,900 Common Shares of the issued and outstanding Common Shares of the Issuer, for a total of 6,569,600 Common Shares, or approximately 20.5% of the issued and outstanding Common Shares of the Issuer (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of May 10, 2002).

The lack of 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 of this Statement.

Transactions effected within the past sixty (60) days:

On July 30, 2002, Mr. Sumner M. Redstone transferred 3,085,700 shares to Phyllis G. Redstone pursuant to a Settlement of Divorce.

Item 7. Material to Be Filed as Exhibits

A joint filing agreement between Mr. Sumner M. Redstone and National Amusements, Inc. is attached hereto as Exhibit 1.

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.

July 31, 2002

/s/ Sumner M. Redstone

Sumner M. Redstone,
Individually

National Amusements, Inc.

By: /s/ Sumner M. Redstone

Name: Sumner M. Redstone,
Title: Chairman and Chief
Executive Officer