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WMS INDUSTRIES INC /DE/
Form 8-K
November 22, 2006

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): November 21, 2006

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.) |
|--|------------------------------------|--|

| | |
|--|---------------------|
| 800 South Northpoint Blvd., Waukegan, Illinois (Address of principal executive offices) | 60085 (Zip Code) |
|--|---------------------|

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

(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 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

Amendment of Voting Proxy Agreement with Sumner M. Redstone

On November 20, 2006, with the approval of the Nevada gaming authorities, WMS Industries Inc. (the "Corporation") entered into a third amendment (the "Amendment") to that certain voting proxy agreement (the "Voting Proxy Agreement"), dated August 25, 1995, by and between the Corporation, Mr. Sumner M. Redstone, National Amusements, Inc., a Maryland corporation, and Mr. Neil D.

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Nicastro, granting a voting proxy over any and all shares of common stock of WMS Industries Inc. owned by Mr. Redstone and National Amusements, Inc. in favor of Mr. Neil Nicastro, as proxyholder. Pursuant to the Amendment, Mr. Brian R. Gamache, President, Chief Executive Officer and a member of the Board of Directors of the Corporation, will replace Mr. Nicastro as proxy holder under the Voting Proxy Agreement. A copy of the Amendment is attached as an exhibit hereto.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

| Exhibits | Description |
|----------|--|
| ----- | ----- |
| 10.1 | Third Amendment to Voting Proxy Agreement, effective as of November 20, 2006, by and between Mr. Sumner M. Redstone, National Amusements, Inc., Mr. Neil D. Nicastro, Mr. Brian R. Gamache and WMS Industries Inc. |

SIGNATURES

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.

Date: November 21, 2006

/s/ Kathleen J. McJohn

Kathleen J. McJohn
Vice President, General Counsel
and Secretary

EXHIBIT INDEX

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