

WMS INDUSTRIES INC /DE/

Form 8-K

September 15, 2004

OMB APPROVAL

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**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): September 9, 2004

**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**

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(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.**

On September 9, 2004, the Compensation Committee of the Board of Directors of WMS Industries Inc. (the Company ) adopted a Nonqualified Deferred Compensation Plan (the Plan ) effective as of December 1, 2003. The purpose of the Plan is to provide certain management and highly compensated employees a means to defer compensation on a pre-tax basis and receive contributions from the Company. All of the Company s executive officers and others have been selected as eligible individuals and invited to participate in the Plan. A copy of the Plan is attached hereto as Exhibit 10.1.

**Item 9.01 Financial Statements and Exhibits.**

**(c) Exhibits**

| <b>Exhibits</b> | <b>Description</b>  |
|-----------------|---|
| 10.1            | WMS Industries Inc. Nonqualified Deferred Compensation Plan |

**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: September 15, 2004

/s/ Kathleen J. McJohn  
Kathleen J. McJohn  
Vice President, General Counsel and  
Secretary

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**Exhibit Index**

**Exhibits**

**Description**

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10.1 WMS Industries Inc. Nonqualified Deferred Compensation Plan