

WMS INDUSTRIES INC /DE/  
Form SC 13D/A  
October 17, 2001

7

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

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SCHEDULE 13D  
(Amendment No. 24)

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)

October 16, 2001  
(Date of Event which Requires Filing of this Statement)

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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 / /.

CUSIP No. 969-901-107

Page 1 of 7 Pages

(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)

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/ / (b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions) PF

(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                                 | (7)  | Sole Voting Power        | 0          |
| Beneficially Owned by Each Reporting Person With | (8)  | Shared Voting Power      | 9,225,600* |
|  | (9)  | Sole Dispositive Power   | 5,741,700  |
|  | (10) | Shared Dispositive Power | 0          |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
9,225,600\*\*

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

(13) Percent of Class Represented by Amount in Row (11)  
28.66%

(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.

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(1) Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
NATIONAL AMUSEMENTS, INC.

I.R.S. Identification No. 04-2261332

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

/ / (a)

/ / (b)

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(3) SEC Use Only  
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(4) Sources of Funds (See Instructions) WC  
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(5) Check if Disclosure of Legal Proceedings is Required Pursuant  
to Items 2(d) or 2(e).  
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(6) Citizenship or Place of Organization  
Maryland  
-----

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

(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) 10.82%  
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(14) Type of Reporting Person (See Instructions) CO  
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\* Voting power subject to Voting Proxy Agreement described in  
Item 6 of Amendment No. 19 to this Statement.

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This Amendment No. 24 hereby amends the Statement on  
Schedule 13D, previously filed by Mr. Sumner M. Redstone and  
National Amusements, Inc. with respect to the common stock, \$.50  
par value (the "Common Stock"), of WMS Industries Inc. ("WMS"),  
as follows:

Item 5. Interest in Securities of the Issuer  
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Item 5 is hereby amended as follows:

- (a) National Amusements, Inc. is currently the  
beneficial owner, with sole dispositive and shared  
voting power, of 3,483,900 shares, or  
approximately 10.82%, of the issued and  
outstanding Common Stock of WMS (based on  
32,186,807 shares of Common Stock that were issued  
and outstanding as of September 14, 2001,  
according to WMS' Form 10K filed September 26,  
2001).
- (b) Mr. Sumner M. Redstone is currently the beneficial  
owner, with sole dispositive and shared voting

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power, of 5,741,700 shares, or approximately 17.84%, of the issued and outstanding shares of the Common Stock of WMS (based on 32,186,807 shares of Common Stock that were issued and outstanding as of September 14, 2001, according to WMS' Form 10K filed September 26, 2001). As a result of his stock ownership in National Amusements, Inc., Mr. Sumner M. Redstone is deemed the beneficial owner of an additional 3,483,900 shares of the issued and outstanding shares of Common Stock of WMS, for a total of 9,225,600 shares of the Common Stock, or approximately 28.66% of the issued and outstanding shares of Common Stock of WMS (based on 32,186,807 shares of Common Stock that were issued and outstanding as of September 14, 2001, according to WMS' Form 10K filed September 26, 2001).

All shared 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 to this Statement.

Transactions effected since the filing of the Statement on Schedule 13D Amendment No. 23 dated October 4, 2001.

(All transactions were executed by Bear Stearns, New York, N.Y.)

SUMNER M. REDSTONE

| DATE       | NO. OF SHARES | PRICE   |
|------------|---------------|---------|
| 10-05-2001 | 500           | \$17.95 |
| 10-05-2001 | 700           | \$17.96 |
| 10-05-2001 | 700           | \$17.99 |
| 10-05-2001 | 500           | \$18.02 |
| 10-05-2001 | 7,100         | \$18.04 |
| 10-05-2001 | 9,000         | \$18.05 |
| 10-05-2001 | 1,000         | \$18.08 |
| 10-08-2001 | 3,200         | \$17.91 |
| 10-08-2001 | 18,300        | \$18.00 |
| 10-08-2001 | 600           | \$18.09 |
| 10-08-2001 | 2,900         | \$18.10 |
| 10-09-2001 | 2,000         | \$17.42 |
| 10-09-2001 | 1,000         | \$17.79 |

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| DATE       | NO. OF SHARES | PRICE   |
|------------|---------------|---------|
| 10-09-2001 | 13,000        | \$17.80 |
| 10-09-2001 | 3,100         | \$17.81 |
| 10-09-2001 | 100           | \$17.86 |
| 10-09-2001 | 1,000         | \$17.87 |

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|            |        |         |
|------------|--------|---------|
| 10-09-2001 | 600    | \$17.88 |
| 10-09-2001 | 1,300  | \$17.89 |
| 10-09-2001 | 500    | \$17.90 |
| 10-09-2001 | 400    | \$17.91 |
| 10-09-2001 | 2,100  | \$17.92 |
| 10-09-2001 | 2,500  | \$17.93 |
| 10-09-2001 | 2,800  | \$17.95 |
|            |        |         |
| 10-10-2001 | 300    | \$17.57 |
| 10-10-2001 | 7,200  | \$17.77 |
| 10-10-2001 | 11,000 | \$17.80 |
| 10-10-2001 | 500    | \$17.83 |
| 10-10-2001 | 500    | \$17.84 |
| 10-10-2001 | 3,000  | \$17.86 |
| 10-10-2001 | 100    | \$17.88 |
| 10-10-2001 | 400    | \$17.99 |
| 10-10-2001 | 11,500 | \$18.00 |
| 10-10-2001 | 1,500  | \$18.10 |
|            |        |         |
| 10-11-2001 | 200    | \$18.47 |
| 10-11-2001 | 4,800  | \$18.50 |
| 10-11-2001 | 5,000  | \$18.55 |
| 10-11-2001 | 500    | \$18.72 |
| 10-11-2001 | 200    | \$18.73 |
| 10-11-2001 | 4,500  | \$18.76 |
| 10-11-2001 | 4,000  | \$18.82 |
| 10-11-2001 | 200    | \$18.84 |
| 10-11-2001 | 4,800  | \$18.85 |
| 10-11-2001 | 3,000  | \$18.88 |
| 10-11-2001 | 1,000  | \$18.89 |
| 10-11-2001 | 1,800  | \$18.90 |
| 10-11-2001 | 200    | \$18.99 |
| 10-11-2001 | 2,300  | \$19.00 |
| 10-11-2001 | 3,000  | \$19.18 |
|            |        |         |
| 10-12-2001 | 100    | \$18.04 |
| 10-12-2001 | 19,900 | \$18.25 |
| 10-12-2001 | 1,000  | \$18.36 |
| 10-12-2001 | 500    | \$18.39 |
| 10-12-2001 | 1,700  | \$18.41 |
| 10-12-2001 | 1,000  | \$18.43 |
| 10-12-2001 | 1,000  | \$18.44 |
| 10-12-2001 | 800    | \$18.55 |
| 10-12-2001 | 200    | \$18.60 |
| 10-12-2001 | 500    | \$18.69 |
| 10-12-2001 | 100    | \$18.70 |
| 10-12-2001 | 5,000  | \$18.72 |
| 10-12-2001 | 800    | \$18.73 |
| 10-12-2001 | 1,700  | \$18.75 |
| 10-12-2001 | 5,200  | \$18.80 |
| 10-12-2001 | 4,000  | \$18.90 |
| 10-12-2001 | 400    | \$18.99 |
| 10-12-2001 | 5,000  | \$19.00 |
| 10-12-2001 | 600    | \$19.07 |

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DATE NO. OF SHARES PRICE

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|            |        |         |
|------------|--------|---------|
| 10-12-2001 | 5,000  | \$19.08 |
| 10-12-2001 | 2,500  | \$19.09 |
| 10-12-2001 | 15,900 | \$19.10 |
| 10-12-2001 | 800    | \$19.14 |
| 10-12-2001 | 10,300 | \$19.16 |
| 10-15-2001 | 700    | \$18.53 |
| 10-15-2001 | 8,500  | \$18.80 |
| 10-15-2001 | 13,300 | \$18.85 |
| 10-15-2001 | 1,000  | \$18.90 |
| 10-15-2001 | 2,400  | \$19.07 |
| 10-15-2001 | 7,600  | \$19.09 |
| 10-15-2001 | 5,500  | \$19.14 |
| 10-15-2001 | 8,500  | \$19.25 |
| 10-16-2001 | 500    | \$18.98 |
| 10-16-2001 | 1,500  | \$19.00 |
| 10-16-2001 | 200    | \$19.28 |
| 10-16-2001 | 100    | \$19.30 |
| 10-16-2001 | 7,800  | \$19.40 |
| 10-16-2001 | 1,700  | \$19.48 |
| 10-16-2001 | 500    | \$19.52 |
| 10-16-2001 | 1,300  | \$19.53 |
| 10-16-2001 | 1,500  | \$19.55 |
| 10-16-2001 | 7,200  | \$19.57 |
| 10-16-2001 | 500    | \$19.60 |
| 10-16-2001 | 100    | \$19.68 |
| 10-16-2001 | 1,700  | \$19.75 |
| 10-16-2001 | 900    | \$19.76 |
| 10-16-2001 | 100    | \$19.77 |
| 10-16-2001 | 2,500  | \$19.79 |
| 10-16-2001 | 1,400  | \$19.80 |
| 10-16-2001 | 2,100  | \$19.90 |
| 10-16-2001 | 4,000  | \$19.95 |
| 10-16-2001 | 3,700  | \$19.97 |
| 10-16-2001 | 4,000  | \$19.99 |
| 10-16-2001 | 7,800  | \$20.00 |
| 10-16-2001 | 1,500  | \$20.01 |
| 10-16-2001 | 3,100  | \$20.02 |
| 10-16-2001 | 4,700  | \$20.04 |
| 10-16-2001 | 5,000  | \$20.05 |
| 10-16-2001 | 7,000  | \$20.06 |
| 10-16-2001 | 1,400  | \$20.12 |
| 10-16-2001 | 100    | \$20.25 |
| 10-16-2001 | 3,000  | \$20.29 |
| 10-16-2001 | 4,900  | \$20.30 |
| 10-16-2001 | 1,000  | \$20.35 |
| 10-16-2001 | 3,300  | \$20.40 |
| 10-16-2001 | 100    | \$20.45 |
| 10-16-2001 | 2,000  | \$20.46 |
| 10-16-2001 | 900    | \$20.47 |
| 10-16-2001 | 6,600  | \$20.50 |
| 10-16-2001 | 1,400  | \$20.55 |
| 10-16-2001 | 500    | \$20.56 |
| 10-16-2001 | 700    | \$20.58 |
| 10-16-2001 | 1,000  | \$20.60 |
| 10-16-2001 | 3,000  | \$20.61 |

| DATE       | NO. OF SHARES | PRICE   |
|------------|---------------|---------|
| 10-16-2001 | 17,200        | \$20.66 |
| 10-16-2001 | 1,900         | \$20.68 |
| 10-16-2001 | 6,500         | \$20.75 |
| 10-16-2001 | 3,300         | \$20.80 |
| 10-16-2001 | 6,200         | \$20.90 |
| 10-16-2001 | 2,400         | \$21.00 |

All of the above transactions were purchases.

Signatures  
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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.

October 17, 2001

/s/ Sumner M. Redstone  
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Sumner M. Redstone  
Individually

National Amusements, Inc.

By: /s/ Sumner M. Redstone  
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Sumner M. Redstone  
Chairman and Chief  
Executive Officer