

WMS INDUSTRIES INC /DE/  
Form SC 13G/A  
May 14, 2009

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

SCHEDULE 13G  
(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

WMS Industries Inc.

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(Name of Issuer)

Common Stock, \$0.50 par value

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(Title of Class of Securities)

929297109

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(CUSIP Number)

May 7, 2009

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Date of Event Which Requires Filing of the Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP  
No. 929297109

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Citadel Investment Group, L.L.C.
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  x  
(b)  o
  3. SEC USE ONLY
  4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |  |    |  |
|--|----|--|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 5. | SOLE VOTING POWER<br>0                       |
|  | 6. | SHARED VOTING POWER<br><br>2,249,507 shares  |
|  | 7. | SOLE DISPOSITIVE POWER<br>0                  |
|  | 8. | SHARED DISPOSITIVE POWER<br>See Row 6 above. |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
See Row 6 above.
  10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES  o
  11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
4.41%<sup>1</sup>
  12. TYPE OF REPORTING PERSON  
OO; HC

<sup>1</sup>The percentages reported in this Schedule 13G/A are based upon 51,047,701 shares of Common Stock outstanding as of April 24, 2009 (48,882,635 outstanding shares reported in the issuer's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, as filed with the Securities and Exchange Commission on April 30, 2009, plus

2,165,066 shares of Common Stock issuable upon the conversion of the 2.75% Convertible Subordinated Notes due 2010 held by the Reporting Persons).

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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Investment Group II, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  x

(b)  o

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER  2,249,507 shares
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER See Row 6 above.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES  o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.41%<sup>2</sup>

12. TYPE OF REPORTING PERSON  
OO; HC



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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Limited Partnership

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  x  
(b)  o

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER  2,249,507 shares
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER See Row 6 above.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES  o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.41%<sup>3</sup>

12. TYPE OF REPORTING PERSON  
PN; HC





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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Kenneth Griffin
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  x  
(b)  o
  3. SEC USE ONLY
  4. CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S. Citizen
- |  |    |  |
|--|----|--|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 5. | SOLE VOTING POWER<br>0                       |
|  | 6. | SHARED VOTING POWER<br><br>2,249,507 shares  |
|  | 7. | SOLE DISPOSITIVE POWER<br>0                  |
|  | 8. | SHARED DISPOSITIVE POWER<br>See Row 6 above. |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
See Row 6 above.
  10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES  o
  11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
4.41%<sup>4</sup>
  12. TYPE OF REPORTING PERSON  
IN; HC



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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Citadel Holdings I LP
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  x  
(b)  o
  3. SEC USE ONLY
  4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |  |                                  |  |
|--|----------------------------------|--|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 5.<br><br>6.<br><br>7.<br><br>8. | SOLE VOTING POWER<br>0<br><br>SHARED VOTING POWER<br>2,249,507 shares<br><br>SOLE DISPOSITIVE POWER<br>0<br><br>SHARED DISPOSITIVE POWER<br>See Row 6 above. |
|--|----------------------------------|--|
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
See Row 6 above.
  10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES  o
  11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
4.41%5
  12. TYPE OF REPORTING PERSON  
PN; HC



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1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Holdings II LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  x  
(b)  o

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 2,249,507 shares
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER