

WMS INDUSTRIES INC /DE/  
Form 8-K  
October 03, 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): September 27, 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

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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))
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**Item 1.01 Entry Into a Material Definitive Agreement**

On September 27, 2006, WMS Industries Inc.'s wholly-owned subsidiary, WMS Gaming Inc. ("WMS"), reached final agreement on a Game Manufacturer Cashless License Agreement (the "Agreement") with IGT, dated as of October 1, 2006, which replaces the Cashless License Agreement, dated September 18, 2000. The Agreement provides WMS with a license to use for a fee certain intellectual property evidenced by certain patents described therein. Currently, WMS utilizes the licensed intellectual property in over 90% of its manufactured gaming devices. The Agreement expires when the last of the patents licensed thereunder expires. A copy of the Agreement is attached hereto as Exhibit 10.1 and is incorporated by reference herein.

**Item 1.02 Termination of a Material Definitive Agreement**

The Cashless License Agreement, dated September 18, 2000, between WMS and IGT expired on September 30, 2006.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

**Exhibits Description**

- 10.1 Game Manufacturer Cashless License Agreement, dated as of October 1, 2006, between IGT and WMS Gaming Inc. Portions of this exhibit have been omitted under a request for confidential treatment filed separately with the commission.
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**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: October 3, 2006

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

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**Exhibit Index**

| <b><u>Exhibits</u></b> | <b><u>Description</u></b>  |
|------------------------|--|
| 10.1                   | Game Manufacturer Cashless License Agreement, dated as of October 1, 2006, between IGT and WMS Gaming Inc. Portions of this exhibit have been omitted under a request for confidential treatment filed separately with the commission. |