WASHINGTON MUTUAL, INC
Form S-8 POS
March 14, 2012

As filed with the Securities and Exchange Commission on March 14, 2012

Registration No. 333-106672

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

WASHINGTON MUTUAL, INC.

(Exact Name of Registrant as Specified in its Charter)

Washington **(State or Other Jurisdiction of Incorporation or Organization)**	**91-1653725** **(I.R.S. Employer Identification No.)**

1201 Third Avenue, Suite 3000

Seattle, Washington 98101

(Address of Principal Executive Offices) (Zip Code)

WASHINGTON MUTUAL, INC. 2003 EQUITY INCENTIVE PLAN

WASHINGTON MUTUAL, INC. AMENDED AND RESTATED 2002 EMPLOYEE STOCK PURCHASE PLAN.

(Full Title of the Plans)

Charles Edward Smith, Esq.

Executive Vice President, General Counsel and Secretary

1201 Third Avenue, Suite 3000

Seattle, Washington 98101

(Name and Address of Agent for Service)

(206) 432-8887

(Telephone Number, Including Area Code, of Agent for Service)

COPY TO:

Eric DeJong

Perkins Coie LLP

1201 Third Avenue, Suite 4800

Seattle, Washington 98101

(206) 359-8000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ¨ Accelerated filer ¨

Non-accelerated filer ¨ (Do not check if a smaller reporting company) Smaller reporting company x

This Post-Effective Amendment No. 1 on Form S-8 to Registration Statement No. 333-106672 shall become effective automatically upon the date of filing in accordance with Rules 456 and 464 promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE: DEREGISTRATION OF SECURITIES

On June 30, 2003, Washington Mutual, Inc., a Washington corporation (the Registrant and WMI), filed a registration statement on Form S-8 (Registration Statement No. 333-106672) (the Registration Statement) with the Securities and Exchange Commission, which registered 88,780,000 shares of the Registrant s common stock (with 84,780,000 shares issuable under the Washington Mutual, Inc. 2003 Equity Incentive Plan and 4,000,000 shares issuable under the Amended and Restated 2002 Employee Stock Purchase Plan.

As previously disclosed, on September 26, 2008, WMI and WMI Investment Corp. (WMI Investment , and collectively with WMI, the Debtors) filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the Bankruptcy Court) (Case No. 08-12229 (MFW)). On February 23, 2012, the Bankruptcy Court entered an order confirming the Debtors Seventh Amended Joint Plan of Reorganization (as amended, modified or supplemented from time to time, the Plan). As contemplated by the Plan, all existing securities and agreements evidencing an equity interest of the Debtors shall be cancelled as of the effective date of the Plan. Therefore, this Amendment is being filed to deregister, as of the date hereof, all securities registered but not sold under the Registration Statement and all amendments thereto.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Description of Document
24.1	Power of Attorney

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 1 to Registration Statement No. 333-106672 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on March 14, 2012.

WASHINGTON MUTUAL, INC.

By: /s/ Robert J. Williams
Name: Robert J. Williams
Title: President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement No. 333-106672 has been signed by the following persons in the capacities indicated below on March 14, 2012.

Signature	Title
/s/ Robert J. Williams Robert J. Williams	President (Principal Executive Officer)
/s/ John Maciel John Maciel	Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ Stephen E. Frank * Stephen E. Frank	Director and Chairman of the Board
/s/ Alan Fishman * Alan Fishman	Director
/s/ Philip Matthews * Philip Matthews	Director
/s/ Margaret Osmer McQuade * Margaret Osmer McQuade	Director
/s/ Regina T. Montoya * Regina T. Montoya	Director
/s/ Michael K. Murphy * Michael K. Murphy	Director
/s/ William G. Reed, Jr. * William G. Reed, Jr.	Director
/s/ Orin Smith * Orin Smith	Director
/s/ James H. Stever * James H. Stever	Director

*By: /s/ Charles Edward Smith
As Attorney-in-Fact under Power of

Attorney effective as of March 12, 2012

EXHIBIT INDEX

Exhibit Number	Description of Document
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