

WASHINGTON MUTUAL INC  
Form S-8 POS  
August 23, 2002

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As filed with the Securities and Exchange Commission on August 23, 2002

Registration No. 333-69503

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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### 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 1500  
Seattle, Washington 98101**  
(Address of principal executive offices, including zip code)

### WASHINGTON MUTUAL, INC. EMPLOYEES' STOCK PURCHASE PROGRAM

(Full title of the plan)

**Sophie Hager Hume**  
**First Vice President and Assistant Secretary**  
**Washington Mutual, Inc.**  
**1201 Third Avenue, Suite 1500**  
**Seattle, Washington 98101**  
**(206) 461-2000**  
(Name, address and telephone number, including area code, of agent for service)

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**Copy to:**  
**J. SUE MORGAN**  
**Perkins Coie LLP**  
**1201 Third Avenue, Suite 4800**  
**Seattle, Washington 98101-3099**

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CALCULATION OF REGISTRATION FEE

| Title of Securities to Be Registered(1)   | Amount to Be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|-------------------------|---|---|----------------------------|
| Common Stock, no par value, under the Washington Mutual Employees' Stock Purchase Program | (1)                     | (1)                                       | (1)                                       | (1)                        |

(1)

No additional securities are being registered and registration fees were paid upon filing of the original Form S-8 Registration Statement with the Securities and Exchange Commission on December 22, 1998 (Registration No. 333-69503) for the employee benefit plan. Therefore, no further registration fee is required.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### AMENDMENT OF PRIOR REGISTRATION STATEMENT

The Registrant's Form S-8 Registration Statement filed with the Securities and Exchange Commission (the "Commission") on December 22, 1998 (Registration No. 333-69503) (the "1998 Registration Statement") is hereby amended to provide that all the shares of common stock previously registered for issuance under the Registrant's Employees' Stock Purchase Program (the "Program") on the 1998 Registration Statement may now be issued under the Registrant's 2002 Employee Stock Purchase Plan, subject to the terms and conditions of that plan. Section 4 of the 2002 Employee Stock Purchase Plan provides that any shares not issued under the Program as of June 30, 2002, up to an aggregate maximum of 956,699 shares, will no longer be available for grant and issuance under the Program but will be available for issuance under the 2002 Employee Stock Purchase Plan.

7,855 shares were originally registered for issuance under the Program on the 1998 Registration Statement. After adjustment for the Registrant's three-for-two stock split effective as of May 15, 2001, the number of shares registered for issuance under the Program on the 1998 Registration Statement automatically increased to 11,782 shares, all of which may now be issued under the 2002 Employee Stock Purchase Plan.

The contents of the 1998 Registration Statement referred to above are otherwise incorporated by reference into this Post-Effective Amendment No. 1 to such Registration Statement, except as described herein. Required consents and signatures are included in this Post-Effective Amendment No. 1.

#### Item 8. EXHIBITS

| Exhibit No. | Description   |
|-------------|---|
| *5.1        | Opinion of Foster Pepper & Shefelman PLLC regarding legality of the common stock being registered |
| 23.1        | Independent Auditors' Consent   |
| 23.2        | Consent of Foster Pepper & Shefelman PLLC (included in opinion filed as Exhibit 5.1)              |
| 24.1        | Power of Attorney   |
| **99.1      | Washington Mutual, Inc. Employees' Stock Purchase Program   |

\*  
Previously filed as an exhibit to the 1998 Registration Statement.

\*\*  
Previously incorporated by reference in the 1998 Registration Statement to the Registrant's Current Reports on Form 8-K dated November 29, 1994 (File No. 0-25188) and December 22, 1998 (File No. 1-4667), respectively.

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**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 the requirements for filing this Post-Effective Amendment No. 1 to the Form S-8 Registration Statement originally filed on December 22, 1998 (Registration No. 333-69503), and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on the 22nd day of August, 2002.

WASHINGTON MUTUAL, INC.

By: /s/ KERRY K. KILLINGER

Kerry K. Killinger  
Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Form S-8 Registration Statement has been signed by the following persons in the capacities indicated below on the 22nd day of August, 2002.

| Signature            | Title  |
|----------------------|--|
| *                    | Chairman, President and Chief Executive Officer (Principal Executive Officer)                    |
| Kerry K. Killinger   |  |
| *                    | Vice Chair, Enterprise Risk Management and Chief Financial Officer (Principal Financial Officer) |
| William A. Longbrake |  |
| *                    | Senior Vice President and Controller (Principal Accounting Officer)                              |
| Robert H. Miles      |  |
| *                    | Director   |
| Douglas P. Beighle   |  |
|                      | Director   |
| David Bonderman      |  |
| *                    | Director   |
| J. Taylor Crandall   |  |
| *                    | Director   |

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Signature

Title

\_\_\_\_\_  
\_\_\_\_\_  
Anne V. Farrell

\*

Director

\_\_\_\_\_  
Stephen E. Frank

Director

\_\_\_\_\_  
Enrique Hernandez, Jr.

\*

Director

\_\_\_\_\_  
Phillip D. Matthews

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\_\_\_\_\_  
\*  
\_\_\_\_\_  
Director

Michael K. Murphy

\*

Director

\_\_\_\_\_  
Margaret Osmer-McQuade

\*

Director

\_\_\_\_\_  
Mary E. Pugh

\*

Director

\_\_\_\_\_  
William G. Reed, Jr.

\*

Director

\_\_\_\_\_  
Elizabeth A. Sanders

\*

Director

\_\_\_\_\_  
William D. Schulte

\*

Director

\_\_\_\_\_  
James H. Stever

\*

Director

\_\_\_\_\_  
Willis B. Wood, Jr.

\*By:

\_\_\_\_\_  
/s/ FAY L. CHAPMAN

Fay L. Chapman  
Attorney-in-Fact

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**INDEX TO EXHIBITS**

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