

WASHINGTON MUTUAL, INC
 Form 3
 July 02, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|--|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>TPG Advisors VI, Inc.</p> <p>(Last) (First) (Middle)</p> <p>C/O TPG CAPITAL L.P., 301 COMMERCE STREET SUITE 3300</p> <p>(Street)</p> <p>FORT WORTH, TX 76102</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/24/2008</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>WASHINGTON MUTUAL, INC [WM]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|---|
| Common Stock, no par value | 822,857 | I | See Explanation of Responses ⁽¹⁾ <u>(2) (3)</u> |
| Common Stock, no par value | 47,458 | I | See Explanation of Responses ⁽⁶⁾ |
| Common Stock, no par value | 328,768 | D | ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | | |
|--|--|---|--|---|---|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Series T Preferred Stock <u>(2)</u> | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 320,000 | \$ 8.75 <u>(4)</u> | I | See Explanation of Responses <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Series T Preferred Stock <u>(2)</u> | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 227,428,571 | \$ 8.75 <u>(4)</u> | I | See Explanation of Responses <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Warrant | 06/24/2008 ⁽⁵⁾ | 04/11/2013 ⁽⁵⁾ | Common Stock | 285,714 | \$ 10.06 ⁽⁵⁾ | I | See Explanation of Responses <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Warrant | 06/24/2008 ⁽⁵⁾ | 04/14/2013 ⁽⁵⁾ | Common Stock | 56,857,143 | \$ 10.06 ⁽⁵⁾ | I | See Explanation of Responses <u>(1)</u> <u>(2)</u> <u>(3)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TPG Advisors VI, Inc. C/O TPG CAPITAL L.P. 301 COMMERCE STREET SUITE 3300 FORT WORTH, TX 76102 | Â | Â X | Â | Â |
| TPG Olympic Advisors, Inc. 301 COMMERCE STREET SUITE 3300 FORT WORTH, TX 76102 | Â | Â X | Â | Â |
| COULTER JAMES G 301 COMMERCE STREET SUITE 3300 FORT WORTH, TX 76102 | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| /s/ Clive D. Bode, Vice President and Secretary, TPG Advisors VI, Inc. (7) | 07/02/2008 |
| **Signature of Reporting Person | Date |
| /s/ Clive D. Bode, Vice President and Secretary, TPG Olympic Advisors, Inc. (7) | 07/02/2008 |
| **Signature of Reporting Person | Date |
| /s/ Clive D. Bode, on behalf of James G. Coulter (7) (8) | 07/02/2008 |

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) James G. Coulter is an officer, director and shareholder of each of TPG Advisors VI, Inc. ("Advisors VI") and TPG Olympic Advisors, Inc. ("Olympic Advisors" and, together with Mr. Coulter and Advisors VI, the "Reporting Persons"). Advisors VI is the general partner of TPG GenPar VI, L.P., which in turn is the general partner of TPG Partners VI, L.P. ("Partners VI"). Olympic Advisors is the general partner of TPG Olympic GenPar, L.P., which in turn is the general partner of Olympic Investment Partners, L.P. ("Olympic Partners").

(2) Each of Partners VI and Mr. Coulter directly holds 822,857 and 328,768, respectively, of the shares of Common Stock of Washington Mutual, Inc. ("Issuer") reported herein. Partners VI directly holds 28 shares of Issuer's Series T Contingent Convertible Perpetual Non-Cumulative Preferred Stock ("Series T Preferred Stock") convertible into 320,000 shares of Issuer's Common Stock and a warrant certificate of the Issuer ("Warrant" and, together with Series T Preferred Stock and Issuer's Common Stock, the "Securities") exercisable to acquire 285,714 shares of Issuer's Common Stock, each reported herein. Olympic Partners directly holds 19,900 shares of Series T Preferred Stock convertible into 227,428,571 shares of Issuer's Common Stock and a Warrant exercisable to acquire 56,857,143 shares of Issuer's Common Stock, each reported herein.

(3) Because of the Reporting Persons' respective relationship to each of Partners VI and Olympic Partners, Mr. Coulter may be deemed to beneficially own the Securities directly held by Partners VI and Olympic Partners; Advisors VI may be deemed to beneficially own the Securities directly held by Partners VI; and Olympic Advisors may be deemed to beneficially own the Securities directly held by Olympic Partners, in each case to the extent of the greater of their respective pecuniary interests in the profits or capital accounts of each of Partners VI and Olympic Partners. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any Securities in excess of such amounts, respectively.

(4) Series T Preferred Stock will automatically convert into Issuer's Common Stock at an initial conversion price of \$8.75 per share on June 30, 2008. The conversion price is subject to certain full-ratchet anti-dilution provisions and other customary anti-dilution provisions, as specified in the relevant Articles of Amendment to Issuer's Amended and Restated Articles of Incorporation and the investment agreement, dated April 7, 2008, previously filed with the Securities and Exchange Commission (the "SEC") (File No. 001-14667).

(5) In connection with the purchase of Series T Preferred Stock, Partners VI and Olympic Partners were each issued a Warrant with issuance dates of April 11, 2008 and April 14, 2008, respectively. The Warrants can be exercised at any time, in whole or in part, until the fifth anniversary of their issuance, to purchase Issuer's Common Stock at a price per share equal to \$10.06. The exercise price is subject to certain full-ratchet anti-dilution provisions and other customary anti-dilution provisions, as specified in the relevant Certificate of Warrant.

(6) Mr. Coulter is a limited partner of Keystone Holdings Partners, L.P. ("KH Partners"). Mr. Coulter has been granted voting rights over 47,458 shares of Issuer's Common Stock held in escrow for the benefit of KH Partners. Because of his relationship to KH Partners, Mr. Coulter may be deemed to beneficially own such shares of Common Stock held in escrow for the benefit of KH Partners, over which voting rights have been distributed to Mr. Coulter, to the extent of the greater of his pecuniary interest in the profits or capital accounts of KH Partners. Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that Mr. Coulter is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any Common Stock in excess of such amounts.

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Remarks:

(7) The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act.
 (8) Clive D. Bode is signing on behalf of Mr. Coulter pursuant to an authorization and designation form filed with the SEC in August 2006, which was previously filed with the SEC.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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