

WASHINGTON MUTUAL, INC
Form DEFA14A
June 10, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
The Securities Exchange Act of 1934

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

Washington Mutual, Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14(a)-6(i)(4) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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- (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
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June 10, 2008

Dear Shareholder,

Our records indicate your vote has not yet been received for the special meeting of Washington Mutual, Inc. shareholders to be held on Tuesday, June 24, 2008, at 3:00 p.m., local time, at Washington Mutual Leadership Center at Cedarbrook, 18525 36th Avenue South, SeaTac, Washington 98188. Please take a moment to ensure that your shares are represented and voted at this important meeting.

YOUR VOTE IS IMPORTANT

Your Board of Directors recommends that you vote **FOR** Proposals 1 and 2:

1. To approve an amendment to our Amended and Restated Articles of Incorporation to increase the number of authorized shares of common stock from 1,600,000,000 to 3,000,000,000 (and, correspondingly, increase the total number of authorized shares of capital stock from 1,610,000,000 to 3,010,000,000); and
2. To approve the conversion of our Series S and Series T Contingent Convertible Perpetual Non-Cumulative Preferred Stock into common stock and the exercise of our Warrants to purchase common stock, in each case issued to the investors pursuant to our recent equity investment transaction referred to in the proxy statement related to the special meeting.

We are enclosing an additional proxy card that will allow you to exercise your rights as a shareholder. As indicated on the proxy card, you may vote by telephone, the Internet or by signing, dating and mailing your proxy card in the envelope provided. **Please vote by telephone or Internet today. Your vote is very important.** If you have any questions, need a copy of the proxy statement or need assistance voting your shares, please call our proxy solicitors: MacKenzie Partners, Inc. at (800) 322-2885 or Georgeson Inc. at (866) 328-5442.

Sincerely,
Kerry Killinger <i>Chairman and Chief Executive Officer</i>