

LEGG MASON, INC.
Form S-8 POS
October 29, 2013

As filed with the Securities and Exchange Commission on October 29, 2013
Registration No. 333-_____

UNITED STATES
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

LEGG MASON, INC.

(Exact Name of Registrant as Specified in its Charter)
Maryland

52-1200960

(State or Other Jurisdiction of Incorporation or
Organization)

(IRS Employer
Identification No.)

100 International Drive
Baltimore, Maryland 21202

(Address, including zip code, of principal executive offices)
Registrant's telephone number, including area code: (410) 539-0000

Legg Mason, Inc. 1988 Non-Employee Director Option Plan

(Full title of the plan)
Thomas C. Merchant
Executive Vice President and General Counsel
Legg Mason, Inc.
100 International Drive
Baltimore, Maryland 21202
410-539-0000

(Name, address, including zip code, and telephone
number, including area code, of agent for service)

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. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

DEREGISTRATION OF SECURITIES

On July 31, 1995, Legg Mason, Inc. (the "Registrant") filed a registration statement on Form S-8, File No. 33-61441 (the "Registration Statement"), with the Securities and Exchange Commission which registered 125,000 shares of the Registrant's common stock, \$.10 par value ("Common Stock"), reserved for issuance under the Legg Mason, Inc. 1988 Non-Employee Director Option Plan (the "Plan").

This Post-Effective Amendment No. 1 is being filed to deregister all authorized shares of Common Stock reserved for issuance under the Plan that have not yet been issued under the Registration Statement.

Accordingly, the Registrant hereby deregisters the Common Stock that has not been and will not be issued under the Plan. Upon effectiveness hereof, no shares of Common Stock remain registered under the Registration Statement for issuance under the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized.

LEGG MASON, INC.
(Registrant)

Date: October 29, 2013

By: /s/ Joseph A. Sullivan
Joseph A. Sullivan
President and Chief Executive Officer
(Principal Executive Officer)

October 29, 2013

/s/ Peter H. Nachtwey
Peter H. Nachtwey
Senior Executive Vice President and Chief Financial Officer

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

| Signature | Title | Date |
|--|------------------------------------|------------------|
| /s/ Dennis M. Kass Dennis M. Kass | Director and Chairman of the Board | October 29, 2013 |
| /s/ Harold L. Adams Harold L. Adams | Director | October 29, 2013 |
| /s/ Robert E. Angelica Robert E. Angelica | Director | October 29, 2013 |
| /s/ John T. Cahill John T. Cahill | Director | October 29, 2013 |
| /s/ Barry W. Huff Barry W. Huff | Director | October 29, 2013 |
| /s/ John E. Koerner, III John E. Koerner, III | Director | October 29, 2013 |
| /s/ Cheryl Gordon Krongard Cheryl Gordon Krongard | Director | October 29, 2013 |
| /s/ John V. Murphy John V. Murphy | Director | October 29, 2013 |
| /s/ John H. Myers John H. Myers | Director | October 29, 2013 |
| /s/ Nelson Peltz Nelson Peltz | Director | October 29, 2013 |
| /s/ W. Allen Reed W. Allen Reed | Director | October 29, 2013 |
| /s/ Margaret Milner Richardson Margaret Milner Richardson | Director | October 29, 2013 |
| /s/ Kurt L. Schmoke Kurt L. Schmoke | Director | October 29, 2013 |