

WASHINGTON MUTUAL INC
Form S-4/A
July 28, 2005
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As filed with the Securities and Exchange Commission on July 28, 2005

Registration No. 333-126353

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 1

TO

FORM S-4

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)

6035
(Primary Standard Industrial
Classification Code Number)

91-1653725
(I.R.S. Employer
Identification No.)

1201 Third Avenue
Seattle, Washington 98101
(206) 461-2000

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(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Fay L. Chapman, Esq.

Senior Executive Vice President and General Counsel

1201 Third Avenue

Seattle, Washington 98101

(206) 461-2000

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

Copies to:

Lee Meyerson, Esq.

Simpson Thacher & Bartlett LLP

425 Lexington Avenue

New York, New York 10017

(212) 455-2000

Craig M. Wasserman, Esq.

Wachtell, Lipton, Rosen & Katz

51 West 52nd Street

New York, New York 10019

(212) 403-1000

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and all other conditions to the proposed merger described herein have been satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said section 8(a), may determine.

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The information in this proxy statement/prospectus is not complete and may be changed. We may not sell the securities offered by this proxy statement/prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This proxy statement/prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction where an offer or solicitation is not permitted.

PRELIMINARY SUBJECT TO COMPLETION DATED JULY 28, 2005

MERGER PROPOSAL YOUR VOTE IS VERY IMPORTANT

The board of directors of Providian Financial Corporation has approved a merger agreement authorizing the merger of Providian and Washington Mutual, Inc. As a result of the merger, Washington Mutual would acquire Providian. We are sending you this proxy statement/prospectus to ask you to vote on the adoption of the merger agreement.

In the merger, Providian will merge into Washington Mutual. If the merger is completed, each outstanding share of Providian common stock will be converted into the right to receive merger consideration with a value equal to 0.45 shares of Washington Mutual common stock, which will be paid 89% in Washington Mutual common stock and 11% in cash. As a result, Providian stockholders will receive in the merger, in exchange for each share of Providian common stock they hold, (i) 0.4005 shares of Washington Mutual common stock (determined by multiplying the fixed exchange ratio of 0.45 by 0.89) and (ii) an amount in cash equal to the value of 0.0495 shares of Washington Mutual common stock (determined by multiplying the fixed exchange ratio of 0.45 by 0.11) based on the average closing sale price for Washington Mutual common stock over the ten trading days immediately preceding completion of the merger. If, for example, the merger had been completed on [], 2005, based on the closing sale price for Washington Mutual common stock on that date, and the average closing sale price of Washington Mutual common stock over the ten trading days immediately preceding that date, each share of Providian common stock would have been exchanged in the merger for \$[] of Washington Mutual common stock and \$[] in cash, for a total value of \$[] for each Providian share. The value of the stock consideration and the amount of cash to be received in exchange for each share of Providian common stock will fluctuate with the market price of Washington Mutual common stock.

Your vote is very important. We cannot complete the merger of Washington Mutual and Providian unless, among other things, the holders of a majority of the outstanding shares of Providian common stock vote to adopt the merger agreement. Providian has scheduled a special meeting of its stockholders to vote on the adoption of the merger agreement. The special meeting will be held at the World Trade Club, One Ferry Plaza, San Francisco, California, on August 31, 2005 at 9:30 a.m., local time. Whether or not you plan to attend the special meeting, please submit your proxy as soon as possible to make sure that your shares are represented at that meeting. If you do not vote by submitting your proxy or by attending the special meeting in person and voting, it will have the same effect as voting against the merger proposal.

This proxy statement/prospectus gives you detailed information about the special meeting of stockholders and the proposed merger. We urge you to read this proxy statement/prospectus carefully. **You should also carefully consider the risk factors beginning on page 14.** You may obtain additional information about Washington Mutual and Providian from documents that each company has filed with the Securities and Exchange Commission. See Where You Can Find More Information beginning on page 83.

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Washington Mutual common stock is listed on the New York Stock Exchange under the symbol WM. Providian common stock is listed on the New York Stock Exchange under the symbol PVN.

Providian's board of directors unanimously recommends that stockholders vote FOR the adoption of the merger agreement at the special meeting.

Joseph W. Saunders

Chairman of the Board, President and Chief Executive Officer

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued in connection with the merger or determined if this proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

This proxy statement/prospectus is dated _____, 2005, and is first being mailed to stockholders of Providian on or about _____, 2005.

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ADDITIONAL INFORMATION

This document incorporates important business and financial information about Washington Mutual and Providian from other documents that are not included in or delivered with this document. This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference in this document through the Securities and Exchange Commission website at <http://www.sec.gov> or by requesting them in writing or by telephone at the appropriate address below:

By Mail: Washington Mutual, Inc.

1201 Third Avenue

Seattle, Washington 98101

Attention: Investor Relations

By Telephone: (206) 461-3187

By Mail: Providian Financial Corporation

201 Mission Street

San Francisco, California 94105

Attention: Investor Relations

By Telephone: (415) 278-6170

TO RECEIVE TIMELY DELIVERY OF THE DOCUMENTS IN ADVANCE OF THE PROVIDIAN SPECIAL MEETING, YOU SHOULD MAKE YOUR REQUEST NO LATER THAN AUGUST 24, 2005.

See [Where You Can Find More Information](#) beginning on page 83.

VOTING ELECTRONICALLY OR BY TELEPHONE

Providian stockholders of record on the close of business on August 1, 2005, the record date for the Providian special meeting, may submit their proxies:

by telephone by calling the toll-free number (877) 779-8683 on a touch-tone phone and following the recorded instructions; or

through the internet by visiting a website established for that purpose at <http://www.eproxyvote.com/pvn> and following the instructions.

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Providian Financial Corporation

201 Mission Street

San Francisco, California 94105

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD AUGUST 31, 2005

To the Holders of Common Stock of Providian Financial Corporation:

A special meeting of the stockholders of Providian Financial Corporation will be held at the World Trade Club, One Ferry Plaza, San Francisco, California, on August 31, 2005 at 9:30 a.m., local time, for the following purposes:

1. To consider and vote on a proposal to adopt the Agreement and Plan of Merger, dated as of June 5, 2005, by and between Washington Mutual, Inc. and Providian Financial Corporation, as it may be amended from time to time, pursuant to which Providian will merge with and into Washington Mutual.
2. To approve an adjournment of the special meeting, if necessary, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the merger agreement.
3. To transact such other business as may properly come before the special meeting or any adjournment or postponement of the special meeting.

We have included a copy of the Agreement and Plan of Merger as Annex A to the accompanying document. The accompanying document further describes the matters to be considered at the special meeting.

Only stockholders of record at the close of business on August 1, 2005 will be entitled to notice of and to vote at the special meeting and any adjournments or postponements thereof. The adoption of the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of Providian common stock. **To ensure your representation at the special meeting, please complete and return the enclosed proxy card to us or submit your proxy by telephone or through the internet.** You may also cast your vote in person at the special meeting. Please vote promptly whether or not you expect to attend the special meeting.

If you do not vote in favor of the adoption of the merger agreement, you will have the right to seek appraisal of the fair value of your shares if the merger is completed, but only if you submit a written demand for appraisal to Providian before the vote is taken on the merger agreement and you comply with all requirements of Delaware law, which are summarized in the accompanying document.

The board of directors of Providian Financial Corporation unanimously recommends that you vote FOR adoption of the Agreement and Plan of Merger.

By order of the board of directors,

Ellen Richey

Vice Chairman, Enterprise Risk Management, Chief Legal Officer and Corporate Secretary

[], 2005

PLEASE VOTE YOUR SHARES PROMPTLY. YOU CAN FIND INSTRUCTIONS FOR VOTING ON THE ENCLOSED PROXY CARD. IF YOU HAVE QUESTIONS ABOUT THE MERGER PROPOSAL OR ABOUT VOTING YOUR SHARES, PLEASE CALL GEORGESON SHAREHOLDER COMMUNICATIONS, INC. AT 866-391-7001 (TOLL FREE) OR 212-440-9800 (FOR BANKS AND BROKERS).

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**QUESTIONS AND ANSWERS ABOUT VOTING PROCEDURES FOR THE
SPECIAL MEETING**

The questions and answers below highlight only selected procedural information from this document. They do not contain all of the information that may be important to you. You should read carefully the entire document and the additional documents incorporated by reference into this document to fully understand the voting procedures for the special meeting.

Q: What Is The Proposed Transaction For Which I Am Being Asked To Vote?

A: You are being asked to vote to adopt an Agreement and Plan of Merger, dated as of June 5, 2005, by and between Washington Mutual, Inc. and Providian Financial Corporation. Subject to the terms and conditions of the merger agreement, Providian would merge with and into Washington Mutual.

Q: What Do I Need To Do Now?

A: After you have carefully read and considered the information contained in this document, indicate on your proxy card how you want your shares to be voted. Then complete, sign, date and mail your proxy card in the enclosed postage-paid return envelope as soon as possible so that your shares will be represented and voted at the special meeting. Alternatively, you may submit your proxy by telephone or the internet. If you sign and send in your proxy card and do not indicate how you want to vote, your proxy will be voted FOR the adoption of the merger agreement.

Q: Why Is My Vote Important?

A: In order for the merger to occur, the merger agreement must be adopted by the holders of a majority of the outstanding shares of Providian common stock. If you fail to vote, that will have the same effect as a vote AGAINST adoption of the merger agreement.

Q: If My Shares Are Held In Street Name By My Broker Or Bank, Will My Broker Or Bank Automatically Vote My Shares For Me?

A: No. Your broker or bank will not be able to vote your shares without instructions from you. You should instruct your broker or bank to vote your shares by following the instructions your broker or bank provides. If you do not instruct your broker or bank, they will generally not have the discretion to vote your shares, which will have the same effect as a vote AGAINST adoption of the merger agreement.

Q: Can I Change My Vote?

A: Yes, you may change your vote at any time before your proxy is voted at the special meeting. If you are the record holder of your shares, you can change your vote in any of the three following ways:

You may send a written notice to the Corporate Secretary of Providian, 201 Mission Street, San Francisco, California 94105, stating that you would like to revoke your proxy.

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You may complete and submit a new proxy card or submit a new proxy by telephone or the internet. The latest vote actually received before the special meeting will be counted, and any earlier proxies will be revoked.

You may attend the special meeting and vote in person. Any earlier proxy will be revoked. However, simply attending the meeting without voting will not revoke your proxy.

If your shares are held in street name, you should contact your broker or bank and follow the directions you receive from your broker or bank in order to change or revoke your vote.

Q: If I Hold My Providian Shares In Certificated Form, Should I Send In My Providian Stock Certificates Now?

A: No. Please DO NOT send your stock certificates with your proxy card. You will receive written

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instructions from the exchange agent after the merger is completed on how to exchange Providian stock certificates you may have for the merger consideration.

Q: Will I Be Able To Elect Which Type Of Consideration I Receive In The Merger?

A: No. Each Providian stockholder will receive the same package of consideration in the merger, consisting of Washington Mutual shares (89% of the merger consideration) and cash (11% of the merger consideration) for each of their Providian shares. The merger agreement does not permit Providian stockholders to elect to receive different proportions of Washington Mutual shares and cash in the merger.

Q: When Do You Expect The Merger To Be Completed?

A: We expect to complete the merger early in the fourth quarter of 2005. However, we cannot assure you when or if the merger will occur. In addition to other conditions to closing that must be satisfied, Providian stockholders must adopt the merger agreement at the special meeting and the necessary regulatory approvals must be obtained.

Q: Who Can Help Answer My Questions?

A: If you have any questions about the merger or how to submit your proxy, or if you need additional copies of this document or the enclosed proxy card, you should contact:

Georgeson Shareholder Communications, Inc.
17 State Street - 10th Floor
New York, NY 10004
(866) 391-7001

If your broker or bank holds your shares, you should also contact your broker or bank for additional information.

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SUMMARY

*This summary highlights selected information from this document. It does not contain all of the information that may be important to you. We urge you to read carefully the entire document and the other documents to which this document refers in order to fully understand the merger and the related transactions. See *Where You Can Find More Information* beginning on page 83. Each item in this summary refers to the page of this document on which that subject is discussed in more detail.*

The Companies (see page 17)

Washington Mutual

With a history dating back to 1889, Washington Mutual is a retailer of financial services that provides a diversified line of products and services to consumers and commercial clients. At June 30, 2005, Washington Mutual and its subsidiaries had reported assets of \$323.53 billion. Washington Mutual currently operates more than 2,400 retail banking, mortgage lending, commercial banking and financial services offices throughout the United States. The address of Washington Mutual's principal executive offices is 1201 Third Avenue, Seattle, Washington 98101, and its telephone number is (206) 461-2000.

Providian

San Francisco-based Providian is a leading provider of credit cards to mainstream American consumers throughout the United States, with approximately 9.5 million customer relationships. At June 30, 2005, Providian and its subsidiaries had reported assets of approximately \$14.08 billion. The address of Providian's principal executive offices is 201 Mission Street, San Francisco, California 94105, and its telephone number is (415) 543-0404.

The Merger (see page 23)

We are proposing a merger of Providian with and into Washington Mutual, with Washington Mutual as the surviving corporation in the merger. The merger agreement is attached to this document as Annex A. Please carefully read the merger agreement as it is the legal document that governs the merger.

What Providian Stockholders Will Receive in the Merger (see page 57)

Upon completion of the merger, each outstanding share of Providian common stock will be converted into the right to receive merger consideration with a value equal to 0.45 shares of Washington Mutual common stock. As a result, Providian stockholders will have the right to receive in the merger, in exchange for each share of Providian common stock they hold, (i) 0.4005 shares of Washington Mutual common stock

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and (ii) an amount in cash equal to the value of 0.0495 shares of Washington Mutual common stock based on the average closing sale price for Washington Mutual common stock over the ten trading days immediately preceding completion of the merger.

As an example, if the merger had been completed on [], 2005, based on \$[], the closing sale price for Washington Mutual common stock on that date, and \$[], the average closing sale price for Washington Mutual common stock over the ten trading days immediately preceding that date, for each share of Providian common stock, Providian stockholders would have received (i) 0.4005 shares of Washington Mutual common stock having a value of \$[] and (ii) \$[] in cash, for a total value of \$[] for each Providian share. However, the value of the stock consideration and the amount of cash to be received in exchange for each share of Providian common stock will fluctuate with the market price of Washington Mutual common stock.

No fractional shares of Washington Mutual common stock will be issued in the merger. Instead of fractional shares, Providian stockholders will receive cash in an amount determined by multiplying the fractional interest to which such holder would otherwise be entitled by the average of the closing sale price of one share of Washington Mutual common stock over the ten trading days immediately preceding completion of the merger.

What Holders of Providian Stock Options and Other Equity-Based Awards Will Receive in the Merger (see page 58)

Upon completion of the merger, Providian stock options will vest and be converted automatically into

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options to purchase Washington Mutual common stock. The number of shares subject to such options and the exercise price of the options will be adjusted based on the 0.45 fixed exchange ratio.

All other rights and awards to receive shares of Providian common stock or benefits measured by the value of Providian common stock will vest and be converted into rights or awards in respect of a number of shares of Washington Mutual common stock based on the 0.45 fixed exchange ratio, other than restricted shares of Providian common stock, which shall vest and be converted into the right to receive the same consideration as all other shares of Providian common stock are entitled to receive in the merger.

Material United States Federal Income Tax Consequences of the Merger (see page 45)

The merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, so that you will recognize gain (but not loss) for United States federal income tax purposes as a result of the merger to the extent of any cash received as part of the merger consideration. The merger is conditioned on the receipt of legal opinions that the merger will qualify as a reorganization for United States federal income tax purposes.

Tax matters are complicated and the tax consequences of the merger to Providian stockholders will depend on each stockholder's particular tax situation. Providian stockholders should consult their own tax advisors to fully understand the tax consequences of the merger to them.

Opinions of Providian's Financial Advisors (see page 27)

Citigroup Global Markets Inc., which is referred to as Citigroup, has rendered its opinion to the Providian board of directors that, as of June 5, 2005, and based upon and subject to the factors, assumptions, procedures, limitations and qualifications set forth therein and other factors Citigroup deemed relevant, the merger consideration to be received for each share of Providian common stock pursuant to the merger agreement was fair from a financial point of view to the holders of such shares. Goldman, Sachs & Co., which is referred to as Goldman Sachs, has rendered its opinion to the Providian board of directors that, as of June 5, 2005, and based upon and subject to the factors, assumptions, procedures, limitations and qualifications set forth therein, the merger consideration to be received by holders of shares of Providian common stock, taken in the aggregate, pursuant to the merger agreement was fair from a financial point of view to such holders.

The full text of the written opinions of Citigroup and Goldman Sachs, each dated June 5, 2005, are attached as Annexes B and C to this document and set forth assumptions made, general procedures followed, factors considered and limitations and qualifications on the review undertaken by each of Citigroup and Goldman Sachs in connection with their respective opinions. Citigroup and Goldman Sachs provided their respective opinions for the information and assistance of the Providian board of directors in connection with its consideration of the merger. The Citigroup and Goldman Sachs opinions are not recommendations as to how any holder of shares of Providian common stock should vote with respect to the merger.

Pursuant to an engagement letter between Providian, Citigroup and Goldman Sachs, Providian has agreed to pay each of Citigroup and Goldman Sachs a transaction fee, payable upon the completion of the merger.

Recommendation of Providian's Board of Directors (see page 25)

Providian's board of directors has unanimously determined that the merger, the merger agreement and the transactions contemplated by the merger agreement are advisable and in the best interests of Providian and its stockholders. The Providian board of directors unanimously recommends that Providian stockholders vote FOR adoption of the merger agreement.

Interests of Providian's Directors and Executive Officers in the Merger (see page 41)

Providian's executive officers and directors have financial interests in the merger that are different from, or in addition to, the interests of Providian stockholders. These interests include rights

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of executive officers under change of control agreements with Providian, rights under equity compensation awards of Providian, and rights to continued indemnification and insurance coverage by Washington Mutual after the merger for acts or omissions occurring before the merger. In addition, certain executives of Providian have entered into employment agreements with Washington Mutual under which, effective as of completion of the merger, these executives will be employed by Washington Mutual. The Providian board of directors was aware of these interests and considered them in its decision to approve the merger agreement.

Regulatory Approvals Required for the Merger (see page 48)

Completion of the transactions contemplated by the merger agreement is subject to various regulatory approvals, including approval from the Office of Thrift Supervision. Washington Mutual and Providian have completed the filing of all of the required applications and notices with regulatory authorities. Although neither Washington Mutual nor Providian knows of any reason why the necessary regulatory approvals will not be obtained in a timely manner, there can be no assurance that these approvals will be obtained in a timely manner or at all.

Conditions to Completion of the Merger (see page 65)

As more fully described in this document and the merger agreement, the completion of the merger depends on a number of mutual conditions being satisfied or waived, including:

adoption of the merger agreement by Providian stockholders;

that the regulatory approvals required in connection with the merger, including the approval of the Office of Thrift Supervision, have been obtained and remain in full force and effect; and

the absence of any law or order prohibiting or making illegal the consummation of the merger.

Each of Washington Mutual's and Providian's obligations to complete the merger is also separately subject to the satisfaction or waiver of a number of conditions, including:

the other party's representations and warranties in the merger agreement being true and correct, subject to the materiality standards contained in the merger agreement;

material compliance of the other party with its covenants; and

receipt by the party of a legal opinion from its counsel that the merger will qualify as a reorganization for United States federal income tax purposes.

Washington Mutual's obligations to complete the merger are further subject to the satisfaction or waiver of the following conditions:

that the regulatory approvals received in connection with the merger not include any conditions or restrictions that would reasonably be expected to have a material adverse effect (measured on a scale relative to Providian) on the business or operations of the combined company;

that the regulatory approvals required in connection with the merger of Providian's wholly owned banking subsidiary, Providian National Bank, into Washington Mutual's wholly owned depository institution, Washington Mutual Bank, which is referred to as the bank merger, including the approval of the Office of Thrift Supervision, have been obtained and remain in full force and effect; and

the absence of any law or order prohibiting or making illegal the consummation of the bank merger.

Washington Mutual and Providian cannot be certain of when, or if, the conditions to the merger will be satisfied or waived or whether or not the merger will be completed.

Termination of the Merger Agreement (see page 65)

Washington Mutual and Providian can agree at any time to terminate the merger agreement without

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completing the merger, even if Providian stockholders have adopted the merger agreement. Also, either of Washington Mutual or Providian can terminate the merger agreement if:

the merger is not completed by March 31, 2006 (other than because of a breach of the merger agreement by the party seeking termination);

a governmental entity issues a final non-appealable order enjoining or prohibiting the merger;

a governmental entity which must grant a regulatory approval that is a condition to the merger denies such approval and such action has become final and non-appealable;

Providian stockholders fail to adopt the merger agreement at the Providian special meeting; or

the other party breaches the merger agreement in a manner that would entitle the party seeking to terminate the merger agreement not to consummate the merger, subject to the right of the breaching party to cure, if curable, the breach within 30 days of written notice of the breach, and the party seeking to terminate is not then in material breach of the merger agreement.

Additionally, Washington Mutual may terminate the merger agreement if:

Providian has materially breached its non-solicitation obligations described under The Merger Agreement No Solicitation of Alternative Transactions, or Providian's board of directors has failed to recommend the merger to Providian stockholders or withdrawn, modified or changed in a manner adverse to Washington Mutual its recommendation of the merger or failed to call and hold a meeting of Providian stockholders;

Providian or any of its representatives has engaged in discussions with any person in connection with an unsolicited alternative transaction proposal and not ceased all discussions within 20 days of the first date of such discussions; or

a tender or exchange offer for 25% or more of the outstanding Providian common stock is commenced and the Providian board of directors recommends that Providian stockholders tender their shares or otherwise fails to recommend that Providian stockholders reject such tender offer or exchange offer within 10 business days of the commencement of the offer.

Termination Fee (see page 66)

Providian has agreed to pay to Washington Mutual a termination fee of up to \$225,000,000 if the merger agreement is terminated under the circumstances specified in The Merger Agreement Termination of the Merger Agreement Termination Fee.

Special Meeting of Providian Stockholders (see page 19)

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Providian will hold a special meeting of its stockholders at the World Trade Club, One Ferry Plaza, San Francisco, California on August 31, 2005 at 9:30 a.m., local time. At the special meeting, Providian stockholders will be asked:

to vote to adopt the merger agreement;

to vote to approve an adjournment of the special meeting, if necessary, to solicit additional proxies if there are insufficient votes at the time of the special meeting to adopt the merger agreement; and

to transact any other business as may properly be brought before the special meeting or any adjournment or postponement of the special meeting.

Providian stockholders may vote at the special meeting if they owned shares of Providian common stock at the close of business on the record date, August 1, 2005. On that date, there were [] shares of Providian common stock outstanding and entitled to vote at the special meeting, approximately []% of which were owned and entitled to be voted by Providian directors and executive officers

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and their affiliates. Providian stockholders can cast one vote for each share of Providian common stock they owned on the record date. Adoption of the merger agreement requires the affirmative vote of the holders of a majority of the shares of Providian common stock outstanding on the record date.

Appraisal Rights (see page 51)

Under Delaware law, holders of Providian common stock may have the right to receive an appraisal of the fair value of their shares of Providian common stock in connection with the merger. To exercise appraisal rights, a Providian stockholder must not vote for adoption of the merger agreement and must strictly comply with all of the procedures required by Delaware law. These procedures are described more fully beginning on page 51.

A copy of Delaware General Corporation Law Section 262 Appraisal Rights is included as Annex D to this document.

Accounting Treatment of the Merger (see page 48)

Washington Mutual will account for the merger as a purchase for financial reporting purposes.

Comparative Per Share Data and Comparative Market Prices (see page 69)

Washington Mutual common stock is listed on the New York Stock Exchange under the symbol WM. Providian common stock is listed on the New York Stock Exchange under the symbol PVN. The following table sets forth the closing sale prices of Washington Mutual common stock and Providian common stock as reported on the New York Stock Exchange on June 3, 2005, the last full trading day prior to the date of the merger agreement, and on [], 2005, the last date prior to the printing of this document for which it was practicable to obtain this information. This table also shows the equivalent per share price of Providian common stock, calculated by taking the product of the closing sale price of Washington Mutual common stock on those dates and 0.45, which is the fixed exchange ratio on which the value of the per share merger consideration is based.

<u>Date</u>	<u>Washington Mutual Common Stock</u>	<u>Providian Common Stock</u>	<u>Equivalent Per Share Price</u>
June 3, 2005	\$ 41.57	\$ 17.96	\$ 18.71
[], 2005	\$.	\$.	\$.

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SELECTED HISTORICAL FINANCIAL DATA OF WASHINGTON MUTUAL

Washington Mutual is providing the following information to aid you in your analysis of the financial aspects of the merger. Washington Mutual derived the financial information as of and for the fiscal years ended December 31, 2000 through December 31, 2004 from its historical audited financial statements for these fiscal years. Washington Mutual derived the financial information as of and for the three months ended March 31, 2004 and 2005 from its unaudited financial statements, which financial statements include, in the opinion of Washington Mutual's management, all adjustments, consisting of normal and recurring adjustments, necessary for a fair statement of those results. The results for the three months ended March 31, 2005 are not necessarily indicative of the results that may be expected for the year ending December 31, 2005. This information is only a summary, and you should read it in conjunction with Washington Mutual's consolidated financial statements and the related notes contained in Washington Mutual's periodic reports filed with the Securities and Exchange Commission that have been incorporated by reference in this document. See "Where You Can Find More Information" beginning on page 83.

Three months ended		Year ended December 31,				
March 31,	March 31,					
2005	2004	2004	2003	2002	2001	2000
Unaudited	Unaudited					

(in millions, except per share amounts)

STATEMENT OF INCOME DATA