

WASHINGTON MUTUAL, INC  
Form NT 10-Q  
November 12, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 12b-25**

**Commission File Number: 001-14667**

**NOTIFICATION OF LATE FILING**

(Check one)  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  Form 10-D  Form N-SAR  Form N-CSR

For Period Ended: September 30, 2008

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended: \_\_\_\_\_

**Nothing in this form shall be construed to imply that the Commission has  
verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the  
Item(s) to which the notification relates: \_\_\_\_\_

**PART I REGISTRANT INFORMATION**

**Washington Mutual, Inc.**

Full Name of Registrant

Former Name if Applicable

**1301 Second Avenue**

Address of Principal Executive Office (*Street and number*)

**Seattle, Washington 98101**

City, State and Zip Code

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**PART II RULES 12b-25(b) and (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

(a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;

(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and

(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III NARRATIVE**

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Washington Mutual, Inc. (the Registrant) is not able to file its Quarterly Report on Form 10-Q for the quarter ending September 30, 2008 in a timely manner. The principal reason for the Registrant's delay in filing relates to the appointment of the Federal Deposit Insurance Corporation (the FDIC) as receiver of Washington Mutual Bank (WMB), the Registrant's banking subsidiary, on September 25, 2008 and the sale of substantially all of the assets of WMB to JPMorgan Chase Bank, National Association (Purchaser) pursuant to that certain Purchase and Assumption Agreement Whole Bank, dated as of September 25, 2008 (the Sale Date) between the FDIC and Purchaser (the Sale). As a result of the Sale, (i) substantially all of the Registrant's employees ceased employment with the Registrant and commenced employment with the Purchaser on the Sale Date, and (ii) the Purchaser obtained custody of substantially all of the Registrant's books, records and systems. Accordingly, the Registrant is currently unable to complete the preparation of its consolidated financial statements for the quarter ending September 30, 2008 as it does not have access to the necessary personnel and to major components of its books, records and systems, and does not have the capacity to have its consolidated financial statements reviewed by the Registrant's independent auditors and certified by the Registrant's current executive officers.

**PART IV OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

William Kosturos President, Vice President, General Auditor, Controller, Chief Financial Officer, Secretary and Chief Restructuring Officer	925	683-4164
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(Name and Title) (Area Code) (Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such reports been filed? If answer is no, identify report(s).  Yes  No
- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?  Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

See attached Part IV(3) Explanation.

Washington Mutual, Inc.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 11, 2008

By: /s/ William Kosturos

William Kosturos  
President, Vice President, General  
Auditor, Controller, Chief Financial  
Officer, Secretary and Chief  
Restructuring Officer

**Part IV(3) Explanation**

The Registrant anticipates that, based on the information that is currently available to it, the Registrant's results of operations for the quarter ending September 30, 2008 will be significantly different from those for the corresponding period for the last fiscal year due to significant developments that have occurred in the Registrant's business over the past year and the sale of WMB to the Purchaser on September 25, 2008. The Registrant is currently unable to provide a reasonable estimate of its results for the quarter ending September 30, 2008 for the reasons described in Part III of this Form 12b-25.

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STYLE="font-family:Times New Roman" SIZE="2">12.50% 40.00% 75.00%

Robert E. Rout

8.75% 30.00% 52.50%

I. Robert Emmerich

6.25% 25.00% 37.50%

Awards under the AIP will be paid in the form of cash. Payout percentages are interpolated if actual corporate performance for a goal falls between threshold and target or between target and superior levels. In addition, the Committee has the discretion to increase or decrease an executive's incentive payment by up to 25 percentage points, not to exceed the maximum payout of 150% of target.

#### Long-Term Incentive Plan

Under the LTIP, each participating executive is awarded performance-based restricted stock units (RSUs) that vest based on the attainment of corporate performance goals during a three-year performance period beginning January 1, 2013 and ending December 31, 2015.

The performance goals under the LTIP are based on the Company's performance in relation to that of a group of eleven banks with operations in or near the Company's Pennsylvania market area. The performance goals and their weightings are as follows:

Goal	Weighting
ROE relative to peers	70%
Total Return to Shareholders relative to peers	30%
Total:	100%

The LTIP establishes threshold, target and superior levels of performance for each goal and a target award opportunity that is expressed as a number of shares. Performance at the threshold level results in an award of 4,000 shares; performance at the target level results in an award of 10,000 shares; and performance at the superior level results in an award of 20,000 shares. Share awards are interpolated if actual corporate performance for a goal falls between threshold and target or between target and superior levels. If earned, the share awards will be comprised of restricted stock that will vest on December 31, 2016, the first anniversary of the date of issuance, subject to accelerated vesting under certain circumstances.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 1, 2013

FIRST COMMONWEALTH FINANCIAL CORPORATION

By: /s/ Robert E. Rout  
Name: Robert E. Rout  
Title: Executive Vice President and  
Chief Financial Officer