

Malone Michael D
Form 4
August 02, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
Malone Michael D

2. Issuer Name and Ticker or Trading Symbol
Nationstar Mortgage Holdings Inc.
[NSM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O NATIONSTAR MORTGAGE HOLDINGS INC., 8950 CYPRESS WATERS BOULEVARD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

COPPELL, TX 75019

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	07/31/2018		D	(A) or (D) (Instr. 3, 4 and 5) Code V Amount (D) Price 71,429 (1) D (1) 0		D	

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

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽²⁾	07/31/2018		D	34,370 ⁽²⁾	⁽²⁾ / ⁽²⁾	Common Stock	34,370 ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Malone Michael D C/O NATIONSTAR MORTGAGE HOLDINGS INC. 8950 CYPRESS WATERS BOULEVARD COPPELL, TX 75019	X			

Signatures

/s/ Katherine K. Connell, Attorney-in-Fact 08/02/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) Each share of Common Stock was disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of February 12, 2018, by and among the issuer, WMIH Corp. ("WMIH") and Wand Merger Corporation, a wholly owned subsidiary of WMIH, in exchange for either (i) \$18.00 in cash, without interest (the "Cash Election Consideration") or (ii) 12.7793 shares of validly issued, fully paid and nonassessable shares of common stock, par value \$0.00001 per share, of WMIH (the "Stock Election Consideration"), in each case, subject to the merger consideration election made by the reporting person and the proration and adjustments set forth in the Merger Agreement.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of issuer's Common Stock. Under the terms of the Merger Agreement, Restricted Stock Unit awards granted on or after February 12, 2018, and Restricted Stock Unit awards subject to prior deferral elections, were not included as part of the reporting person's share count for purposes of the election to receive the merger consideration under the Merger Agreement. Instead, these awards were automatically assumed by WMIH and converted into WMIH restricted stock unit awards, with respect to a number of WMIH shares equal to the number of shares of Common Stock underlying the awards multiplied by the exchange ratio set forth in the Merger Agreement (12.7793). These restricted stock unit awards otherwise remain subject to the same vesting schedule and/or settlement terms as applicable immediately prior to such assumption and conversion.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.