FLAGSTAR BANCORP INC Form SC 13D/A June 12, 2018

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D (Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

Under the Securities Exchange Act of 1934

(Amendment No. 10)*

Flagstar Bancorp, Inc. (Name of Issuer)

Common Stock, par value \$0.01 per share (Title of Class of Securities)

337930101 (CUSIP Number)

Robert H. Weiss General Counsel MP (Thrift) Global Advisers III LLC 520 Madison Avenue, 35th Floor New York, New York 10022 (212) 651-9525

with a copy to:

Mitchell S. Eitel, Esq.
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004
(212) 558-4000
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 11, 2018 (Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See

§ 240.13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to *the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSON
1	MP Thrift Investments L.P. CHECK THE APPROPRIATE BOX IF A
2	MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) P (b) []
3	SEC USE ONLY
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)
5	OO CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	DELAWARE SOLE VOTING POWER
NILIMBI	7
NUMBI SHARE	
	ICIAILLY
OWNEI	
EACH	SOLE DISPOSITIVE POWER
REPOR	
PERSO	N 0
WITH	SHARED DISPOSITIVE POWER
	10
	27,600,352
	AGGREGATE AMOUNT
1.1	BENEFICIALLY OWNED BY EACH
11	REPORTING PERSON
	27,600,352
	CHECK IF THE AGGREGATE AMOUNT
12	IN ROW (11) EXCLUDES CERTAIN
14	SHARES (SEE INSTRUCTIONS)
13	PERCENT OF CLASS REPRESENTED
15	BY AMOUNT IN ROW (11)

47.9%*
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC, PN

14

^{*} The percentage set forth above is calculated based on 57,569,658 shares of Common Stock outstanding as of June 7, 2018, as disclosed in the Issuer's preliminary prospectus supplement dated June 11, 2018 filed by the Issuer with the Securities and Exchange Commission on June 11, 2018, which supplements the prospectus dated June 1, 2018 contained in the Issuer's registration statement on Form S-3 (File No. 333-225397) and reflects the change in the number of shares beneficially owned by the Reporting Persons following a public underwritten sale of 8,000,000 shares of common stock by MP Thrift as described herein.

NAME OF REPORTING PERSON 1 MPGOP III Thrift AV-I L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE 2 INSTRUCTIONS) (a) P (b) [] SEC USE ONLY 3 SOURCE OF FUNDS (SEE INSTRUCTIONS) 4 00 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED 5 PURSUANT TO ITEMS 2(d) OR 2(e) CITIZENSHIP OR PLACE OF **ORGANIZATION** 6 **DELAWARE SOLE VOTING POWER** 7 NUMBER OF 0 **SHARES** SHARED VOTING POWER BENEFICIA LLY OWNED BY 27,600,352 **EACH** SOLE DISPOSITIVE POWER **REPORTING PERSON** 0 **WITH** SHARED DISPOSITIVE POWER 10 27,600,352 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH 11 REPORTING PERSON 27,600,352 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN 12 SHARES (SEE INSTRUCTIONS)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

47.9%*
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

14

* The percentage set forth above is calculated based on 57,569,658 shares of Common Stock outstanding as of June 7, 2018, as disclosed in the Issuer's preliminary prospectus supplement dated June 11, 2018 filed by the Issuer with the Securities and Exchange Commission on June 11, 2018, which supplements the prospectus dated June 1, 2018 contained in the Issuer's registration statement on Form S-3 (File No. 333-225397) and reflects the change in the number of shares beneficially owned by the Reporting Persons following a public underwritten sale of 8,000,000 shares of common stock by MP Thrift as described herein.

1	NAME OF REPORTING PERSON
1	MPGOP (Cayman) III Thrift AV-I L.P.
	CHECK THE APPROPRIATE BOX IF A
2	MEMBER OF A GROUP (SEE
2	INSTRUCTIONS) (a) P (b) []
	(a) I (b) []
3	SEC USE ONLY
	SOURCE OF FUNDS (SEE
4	INSTRUCTIONS)
4	
	00
	CHECK IF DISCLOSURE OF LEGAL
5	PROCEEDINGS IS REQUIRED
	PURSUANT TO ITEMS 2(d) OR 2(e)
	CITIZENSHIP OR PLACE OF
6	ORGANIZATION
O	
	CAYMAN ISLANDS
	SOLE VOTING POWER 7
NUMBI	•
SHARE	
BENEF	ICIANLLY
OWNE	OBY 27,600,352
EACH	SOLE DISPOSITIVE POWER
REPOR	
PERSO:	
WITH	SHARED DISPOSITIVE POWER 10
	27,600,352
	AGGREGATE AMOUNT
	BENEFICIALLY OWNED BY EACH
11	REPORTING PERSON
	27,500,252
	27,600,352
	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
12	SHARES (SEE INSTRUCTIONS)
	PERCENT OF CLASS REPRESENTED
13	BY AMOUNT IN ROW (11)
13	4 = 0 × 4
	47.9%*

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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1	NAME OF REPORTING PERSON	
1	MP (Thrift) Global Partners III LLC	
	CHECK THE APPROPRIATE BOX IF A	
	MEMBER OF A GROUP (SEE	
2	INSTRUCTIONS)	
	(a) P (b) []	
3	SEC USE ONLY	
	SOURCE OF FUNDS (SEE	
4	INSTRUCTIONS)	
4		
	OO CHECK IF DISCLOSURE OF LEGAL	
	PROCEEDINGS IS REQUIRED	
5	PURSUANT TO ITEMS 2(d) OR 2(e)	
	CITIZENSHIP OR PLACE OF	
6	ORGANIZATION	
	DELAWARE	
	SOLE VOTING POWER	
	7	
NUMBI		
SHARE	S SHARED VOTING POWER ICLASLLY	
OWNE		
EACH	SOLE DISPOSITIVE POWER	
REPOR	TING	
PERSO		
WITH	SHARED DISPOSITIVE POWER	
	10	
	27,600,352 AGGREGATE AMOUNT	
	BENEFICIALLY OWNED BY EACH	
11	REPORTING PERSON	
	122 01121 (0 1 210 01)	
	27,600,352	
	CHECK IF THE AGGREGATE AMOUNT	
12	IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
	SILINES (SEE INSTRUCTIONS)	
	PERCENT OF CLASS REPRESENTED	
13	BY AMOUNT IN ROW (11)	
10	DI MMOCIVI II ROW (11)	
	47.9%*	

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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CUSIP No. 337930101
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	NAME (OF REPORTING PERSON
1	MD (Thu	ift) A cost Management I I C
		ift) Asset Management LLC THE APPROPRIATE BOX IF A
		ER OF A GROUP (SEE
2		JCTIONS)
_	(a) P	(b) []
	、 /	
3	SEC US	E ONLY
3	a o t t b a	
		E OF FUNDS (SEE
4	INSTRU	JCTIONS)
	00	
		IF DISCLOSURE OF LEGAL
5	PROCEI	EDINGS IS REQUIRED
3	PURSU	ANT TO ITEMS 2(d) OR 2(e)
	CITIZEN	SIGNIB OD DI ACE OE
	_	NSHIP OR PLACE OF
6	OKUAN	IZATION
	DELA	AWARE
		SOLE VOTING POWER
	7	
NUMBI		0
SHARE	S ICIÆLLY	SHARED VOTING POWER
	DBY	
EACH	701	21,000,332
		SOLE DISPOSITIVE POWER
	TIN G	SOLE DISPOSITIVE POWER
REPOR PERSO		SOLE DISPOSITIVE POWER 0
REPOR		
REPOR PERSO		0 SHARED DISPOSITIVE POWER
REPOR PERSO	N 10	0 SHARED DISPOSITIVE POWER 27,600,352
REPOR PERSO	N 10 AGGRE	0 SHARED DISPOSITIVE POWER 27,600,352 GATE AMOUNT
REPOR PERSOI WITH	10 AGGRE BENEFI	0 SHARED DISPOSITIVE POWER 27,600,352 GATE AMOUNT CIALLY OWNED BY EACH
REPOR PERSO	10 AGGRE BENEFI	0 SHARED DISPOSITIVE POWER 27,600,352 GATE AMOUNT
REPOR PERSOI WITH	10 AGGRE BENEFI REPORT	0 SHARED DISPOSITIVE POWER 27,600,352 GATE AMOUNT CIALLY OWNED BY EACH FING PERSON
REPOR PERSOI WITH	AGGRE BENEFI REPORT	0 SHARED DISPOSITIVE POWER 27,600,352 GATE AMOUNT CIALLY OWNED BY EACH FING PERSON
REPOR PERSON WITH	AGGRE BENEFI REPORT 27,600 CHECK	0 SHARED DISPOSITIVE POWER 27,600,352 GATE AMOUNT CIALLY OWNED BY EACH ΓING PERSON
REPOR PERSOI WITH	AGGRE BENEFI REPORT 27,600 CHECK IN ROW	0 SHARED DISPOSITIVE POWER 27,600,352 GATE AMOUNT CIALLY OWNED BY EACH FING PERSON 0,352 IF THE AGGREGATE AMOUNT
REPOR PERSON WITH	AGGRE BENEFI REPORT 27,600 CHECK IN ROW SHARES	0 SHARED DISPOSITIVE POWER 27,600,352 GATE AMOUNT CIALLY OWNED BY EACH FING PERSON 0,352 IF THE AGGREGATE AMOUNT (11) EXCLUDES CERTAIN S (SEE INSTRUCTIONS)
REPOR PERSON WITH	AGGRE BENEFI REPORT 27,600 CHECK IN ROW SHARES	O SHARED DISPOSITIVE POWER 27,600,352 GATE AMOUNT CIALLY OWNED BY EACH TING PERSON 0,352 IF THE AGGREGATE AMOUNT V (11) EXCLUDES CERTAIN S (SEE INSTRUCTIONS) NT OF CLASS REPRESENTED
REPOR PERSON WITH	AGGRE BENEFI REPORT 27,600 CHECK IN ROW SHARES	0 SHARED DISPOSITIVE POWER 27,600,352 GATE AMOUNT CIALLY OWNED BY EACH FING PERSON 0,352 IF THE AGGREGATE AMOUNT (11) EXCLUDES CERTAIN S (SEE INSTRUCTIONS)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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CUSIP No. 337930101
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	NAME (OF REPORTING PERSON
1	MP (Thri	ift) I I C
		THE APPROPRIATE BOX IF A
		R OF A GROUP (SEE
2	INSTRU	CTIONS)
	(a) P	(b) []
	SEC USI	E ONLY
3		
		E OF FUNDS (SEE
4	INSTRU	CTIONS)
	OO	
		IF DISCLOSURE OF LEGAL
5		EDINGS IS REQUIRED
3	PURSUA	ANT TO ITEMS 2(d) OR 2(e)
	CITIZEN	ISHIP OR PLACE OF
6	ORGAN	IZATION
U	5 FF .	
		WARE SOLE VOTING POWER
	7	SOLE VOTING FOWER
NUMBI	•	0
SHARE	S	SHARED VOTING POWER
	ICIA\$LLY	
OWNE		27,600,352
EACH		SOLE DISPOSITIVE POWER
REPOR		
PERSO!		0
WITH	10	SHARED DISPOSITIVE POWER
	10	27,600,352
	AGGRE	GATE AMOUNT
		CIALLY OWNED BY EACH
11		TING PERSON
	27,600	252
		IF THE AGGREGATE AMOUNT
		(11) EXCLUDES CERTAIN
12	IN ROW	
		S (SEE INSTRUCTIONS)
	SHARES	S (SEE INSTRUCTIONS)
	SHARES	S (SEE INSTRUCTIONS) UT OF CLASS REPRESENTED
13	SHARES	S (SEE INSTRUCTIONS)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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CUSIP No. 337930101
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1	NAME OF REPORTING PERSON
1	David J. Matlin
	CHECK THE APPROPRIATE BOX IF A
2	MEMBER OF A GROUP (SEE
2	INSTRUCTIONS) (a) P (b) []
	(a) 1 (b) []
3	SEC USE ONLY
	SOURCE OF FUNDS (SEE
4	INSTRUCTIONS)
4	
	OO
	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
5	PURSUANT TO ITEMS 2(d) OR 2(e)
	CITIZENSHIP OR PLACE OF
6	ORGANIZATION
	UNITED STATES
	SOLE VOTING POWER
	7
NUMBI	
SHARE	
OWNE	ICIASLLY DBY 27,600,352
EACH	SOLE DISPOSITIVE POWER
REPOR	
PERSO	
WITH	SHARED DISPOSITIVE POWER
	10
	27,600,352
	AGGREGATE AMOUNT
11	BENEFICIALLY OWNED BY EACH REPORTING PERSON
11	REFORTING FERSON
	27,600,352
	CHECK IF THE AGGREGATE AMOUNT
12	IN ROW (11) EXCLUDES CERTAIN
	SHARES (SEE INSTRUCTIONS)
	PERCENT OF CLASS REPRESENTED
13	BY AMOUNT IN ROW (11)
13	
	47.9%*

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

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NAME OF REPORTING
      PERSON
 1
      MP (Thrift) Global Advisers III
      LLC
      CHECK THE APPROPRIATE
      BOX IF A MEMBER OF A
2
      GROUP (SEE INSTRUCTIONS)
      (a) P
              (b) [ ]
      SEC USE ONLY
 3
      SOURCE OF FUNDS (SEE
      INSTRUCTIONS)
4
      00
      CHECK IF DISCLOSURE OF
      LEGAL PROCEEDINGS IS
5
      REQUIRED PURSUANT TO
      ITEMS 2(d) OR 2(e)
      CITIZENSHIP OR PLACE OF
      ORGANIZATION
6
        DELAWARE
NUMBER OF
SHARES
BENEFICIALLY SOLE VOTING POWER
OWNED BY
EACH
             &#1
REPORTING
PERSON
WITH
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