

Nationstar Mortgage Holdings Inc.  
Form 3  
March 07, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         |          | 2. Date of Event Requiring Statement  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |   |
| Â Fortress Investment Group LLC           |         |          | (Month/Day/Year)  | Nationstar Mortgage Holdings Inc. [NSM]            |   |
| (Last)                                    | (First) | (Middle) | 03/07/2012  |  |   |
| 1345 AVENUE OF THE AMERICAS,Â             |         |          | 4. Relationship of Reporting Person(s) to Issuer  |  | 5. If Amendment, Date Original Filed(Month/Day/Year)  |
| (Street)                                  |         |          | (Check all applicable)  |  |   |
| NEW YORK,Â NYÂ 10105                      |         |          | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City)                                    | (State) | (Zip)    |   |  |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5)                                   |
|------------------------------------|--|---|--|
| Common Stock                       | 68,771,850   | I   | See Explanation of Responses <sup>(1)</sup><br><u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) |
|------------------|-----------------|---------------------|----------------------------|------------------------------|---|
|------------------|-----------------|---------------------|----------------------------|------------------------------|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Fortress Investment Group LLC<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105   | ^             | ^ X       | ^       | ^     |
| FIG Corp.<br>C/O FORTRESS INVESTMENT GROUP LLC<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105                                  | ^             | ^ X       | ^       | ^     |
| Fortress Operating Entity I LP<br>C/O FORTRESS INVESTMENT GROUP LLC<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105             | ^             | ^ X       | ^       | ^     |
| FIG LLC<br>C/O FORTRESS INVESTMENT GROUP LLC<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105                                    | ^             | ^ X       | ^       | ^     |
| FORTRESS INVESTMENT FUND GP (HOLDINGS) LLC<br>C/O FORTRESS INVESTMENT GROUP LLC<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105 | ^             | ^ X       | ^       | ^     |
| Fortress Fund IV GP Holdings Ltd.<br>C/O FORTRESS INVESTMENT GROUP LLC<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105          | ^             | ^ X       | ^       | ^     |
| FIF HE Holdings LLC<br>C/O FORTRESS INVESTMENT GROUP LLC<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105                        | ^             | ^ X       | ^       | ^     |

## Signatures

/s/ David N. Brooks, Secretary  
of Fortress Investment Group  
LLC 03/07/2012

\_\_Signature of Reporting Person

Date

/s/ David N. Brooks, Secretary  
of FIG Corp. 03/07/2012

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|  |            |
|--|------------|
| **Signature of Reporting Person  | Date       |
| /s/ David N. Brooks, Secretary<br>of FIG Corp., its General Partner                | 03/07/2012 |
| **Signature of Reporting Person  | Date       |
| /s/ David N. Brooks, Secretary<br>of FIG LLC                                       | 03/07/2012 |
| **Signature of Reporting Person  | Date       |
| /s/ David N. Brooks, Secretary<br>of Fortress Investment Fund GP<br>(Holdings) LLC | 03/07/2012 |
| **Signature of Reporting Person  | Date       |
| /s/ David N. Brooks, Secretary<br>of Fortress Fund IV GP<br>Holdings Ltd.          | 03/07/2012 |
| **Signature of Reporting Person  | Date       |
| /s/ Pete Smith, Manager of FIF<br>HE Holdings LLC                                  | 03/07/2012 |
| **Signature of Reporting Person  | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Fortress Investment Group LLC wholly owns FIG Corp., which is the general partner of Fortress Operating Entity I LP ("FOE I"), which is the sole managing member of each of FIG LLC and Fortress Investment Fund GP (Holding) LLC ("Holdings III") and wholly owns Fortress Fund IV GP Holdings Ltd. ("Holdings IV"). Holdings III is the sole managing member of Fortress Fund III GP LLC ("GP III"). Holdings IV is the general partner of Fortress Fund IV GP L.P. ("GP IV").
  - (2) GP III is the general partner of and FIG LLC is the investment advisor to each of Fortress Investment Fund III LP ("Fund III"), Fortress Investment Fund III (Fund B) LP ("Fund III B"), Fortress Investment Fund III (Fund C) LP ("Fund III C"), Fortress Investment Fund III (Fund D) L.P. ("Fund III D") and Fortress Investment Fund III (Fund E) L.P. ("Fund III E"). Fund III B is the sole managing member of FIF III B HE BLKR LLC ("Blocker III B"). Fund III C is the sole managing member of FIF III C HE BLKR LLC ("Blocker III C", together with Fund III, Fund III D, Fund III E and Blocker III B, "Fortress Funds III").
  - (3) GP IV is the general partner of and FIG LLC is the investment advisor to each of Fortress Investment Fund IV (Fund A) L.P. ("Fund IV A"), Fortress Investment Fund IV (Fund B) L.P. ("Fund IV B"), Fortress Investment Fund IV (Fund C) L.P. ("Fund IV C"), Fortress Investment Fund IV (Fund D) L.P. ("Fund IV D"), Fortress Investment Fund IV (Fund E) L.P. ("Fund IV E"), Fortress Investment Fund IV (Fund F) L.P. ("Fund IV F") and Fortress Investment Fund IV (Fund G) L.P. ("Fund IV G", together with Fund IV C and Fund IV F, "Funds IV CFG"). Fund IV B is the sole managing member of FIF IV B HE BLKR LLC ("Blocker IV B"). Funds IV CFG wholly own FIF IV CFG HE BLKR LLC ("Blocker IV CFG", together with Fund IV A, Fund IV D, Fund IV E, Blocker IV B and Fortress Funds III, "Fortress Funds").
  - (4) Fortress Funds are the sole members of FIF HE Holdings LLC, which directly holds shares of common stock of Nationstar Mortgage Holdings Inc. reported herein (the "Shares").
  - (5) Each reporting person disclaims beneficial ownership of the Shares except to the extent of its pecuniary interest therein and the inclusion of the Shares in this report shall not be deemed to be an admission of beneficial ownership of the Shares for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise.

Â  
**Remarks:**  
 FormÂ 1Â ofÂ 3

ThisÂ FormÂ 3Â isÂ theÂ firstÂ ofÂ threeÂ beingÂ filedÂ byÂ FortressÂ InvestmentÂ GroupÂ LLC.Â ThreeÂ FormsÂ 3Â

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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.