

Nationstar Mortgage Holdings Inc.
Form 425
June 29, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): June 29, 2018

WMIH Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-14667
(Commission

File Number)

91-1653725
(IRS Employer

Identification No.)

800 Fifth Avenue, Suite 4100

Seattle, Washington
(Address of principal executive offices)

(206) 922-2957

98104
(Zip Code)

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period or complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

- (a) On June 29, 2018, WMIH Corp. (WMIH) held its annual meeting of stockholders (the Annual Meeting).
- (b) At the Annual Meeting, stockholders approved each of the following matters, with the final vote tabulations on each matter as set forth below. Of the 661,224,205 votes entitled to be cast at the meeting, 586,921,927 votes (or approximately 88.5%) were voted in person or by proxy.
- To approve the issuance of 416,300,000 shares of WMIH s common stock, par value \$0.00001 per share (WMIH common stock), to be issued as a portion of the merger consideration pursuant to the Agreement and Plan of Merger, dated as of February 12, 2018, by and among Nationstar Mortgage Holdings Inc. (Nationstar), WMIH Corp. and Wand Merger Corporation, and of 21,197,619 shares of WMIH common stock in exchange for warrants in respect of WMIH common stock.

| MATTER | VOTES FOR | VOTES AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|-------------------------------------|----------------------|--------------------------|--------------------|-----------------------------|
| Approval of stock issuance proposal | 529,517,953 | 600,010 | 4,337,501 | 53,014,349 |

- To elect a board of directors consisting of nine members, each to serve until the next annual meeting of stockholders and until his or her successor is duly elected and qualified.

| NOMINEE | VOTES FOR | VOTES WITHHELD |
|---------------------------|----------------------|---------------------------|
| William C. Gallagher | 528,427,016 | 6,028,448 |
| Diane B. Glossman | 526,504,541 | 7,950,923 |
| Christopher J. Harrington | 528,711,891 | 5,743,573 |
| Tagar C. Olson | 528,760,937 | 5,694,527 |
| Michael J. Renoff | 526,629,071 | 7,826,393 |
| Steven D. Scheiwe | 528,185,486 | 6,269,978 |
| Michael L. Willingham | 460,199,657 | 74,255,807 |

There were 53,014,349 broker non-votes with respect to the election of directors.

- To ratify the appointment of BPM LLP, as WMIH s independent registered public accounting firm for the fiscal year ending December 31, 2018.

| MATTER | VOTES FOR | VOTES AGAINST | ABSTENTIONS |
|-------------------------------------|----------------------|--------------------------|--------------------|
| Ratification of auditor appointment | 578,533,647 | 4,619,795 | 4,316,371 |

4. To approve, on an advisory basis, compensation of WMIH's named executive officers.

| MATTER | VOTES FOR | VOTES AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|---|----------------------|--------------------------|--------------------|-----------------------------|
| Advisory vote on executive compensation | 522,277,209 | 7,250,997 | 4,927,259 | 53,014,349 |

5. To approve one or more adjournments of the Annual Meeting, if necessary or appropriate, to permit further solicitation of proxies in favor of the stock issuance proposal.

| MATTER | VOTES FOR | VOTES AGAINST | ABSTENTIONS |
|---|----------------------|--------------------------|--------------------|
| Approval of adjournments, if necessary or appropriate | 574,403,814 | 8,367,251 | 4,698,749 |

Item 8.01 Other Events

On June 29, 2018, WMIH and Nationstar issued a joint press release announcing, among other things, shareholder approval of the merger, which press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

IMPORTANT ADDITIONAL INFORMATION AND WHERE TO FIND IT

This communication is being made in respect of the proposed merger transaction involving WMIH Corp. (WMIH) and Nationstar Mortgage Holdings Inc. (Nationstar). WMIH has filed a registration statement on Form S-4, and WMIH and Nationstar each filed the definitive joint proxy statement/prospectus with the SEC on May 31, 2018. The definitive joint proxy statement/prospectus was sent to the stockholders of WMIH and Nationstar on or about June 1, 2018, after the registration statement on Form S-4 was declared effective by the SEC on May 31, 2018. WMIH and Nationstar may also file other documents with the SEC regarding the proposed merger transaction. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. **Before making any voting or investment decision, investors and security holders of WMIH and Nationstar are urged to carefully read the entire registration statement and definitive joint proxy statement/prospectus and any other relevant documents filed with the SEC, as well as any amendments or supplements to these documents, because they will contain important information about the proposed transaction.** The documents filed by WMIH and Nationstar with the SEC may be obtained free of charge at the SEC's website at www.sec.gov. In addition, the documents filed by WMIH may be obtained free of charge from WMIH at www.wmih-corp.com, and the documents filed by Nationstar may be obtained free of charge from Nationstar at www.nationstarholdings.com. Alternatively, these documents, when available, can be obtained free of charge from WMIH upon written request to WMIH Corp., 800 Fifth Avenue, Suite 4100, Seattle, Washington 98104, Attn: Secretary, or by calling (206) 922-2957, or from Nationstar upon written request to Nationstar Mortgage Holdings Inc., 8950 Cypress Waters Blvd, Dallas, TX 75019, Attention: Corporate Secretary, or by calling (469) 549-2000.

WMIH and Nationstar and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of WMIH and/or Nationstar, as applicable, in favor of the approval of the merger. Information regarding WMIH's and Nationstar's directors and executive officers and other persons who may be deemed participants in the transaction may be obtained by reading the registration statement and the definitive joint proxy statement/prospectus and other relevant documents filed with the SEC when they become available. Free copies of these documents may be obtained as described in the preceding paragraph.

FORWARD-LOOKING STATEMENTS

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 including, but not limited to, WMIH's and Nationstar's expectations or predictions of future financial or business performance or conditions. All statements other than statements of historical or current fact included in this communication that address activities, events, conditions or developments that we expect, believe or anticipate will or may occur in the future are forward-looking statements. Forward-looking statements give our current expectations and projections relating to our financial condition, results of operations, plans, objectives, future performance and business and these statements are not guarantees of future performance. Forward-looking statements may include the words anticipate, estimate, expect, project, intend, plan, believe, strategy, future, could, should, will, would, will be, will continue, will likely result, and similar expressions. Such forward-looking statements involve risks and uncertainties that may cause actual events, results or performance to differ materially from those indicated by such statements. Certain of these risks are identified and discussed in the registration statement and the definitive joint proxy statement/prospectus. These risk factors will be important to consider in determining future results and should be reviewed in their entirety. These forward-looking statements are expressed in good faith, and WMIH and Nationstar believe there is a reasonable basis for them. However, there can be no assurance that the events, results or trends identified in these forward-looking statements will occur or be achieved. Forward-looking statements speak only as of the date they are made, and neither WMIH nor Nationstar is under any obligation, and expressly disclaim any obligation, to update, alter or otherwise revise any forward-looking statement, except as required by law. Readers should carefully review the statements set forth in the registration statement, the definitive joint proxy statement/prospectus or other reports, which WMIH and Nationstar have filed or will file from time to time with the SEC.

In addition to factors previously disclosed in WMIH's and Nationstar's reports filed with the SEC and those identified elsewhere in this communication, the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance: ability to meet the closing conditions to the merger, including approval by shareholders of WMIH and Nationstar on the expected terms and schedule and the risk that regulatory approvals required for the merger are not obtained or are obtained subject to conditions that are not anticipated; delay in closing the merger; failure to realize the benefits expected from the proposed transaction; the effects of pending and future legislation; risks associated with investing in mortgage loans and mortgage servicing rights and changes in interest rates; risks related to disruption of management time from ongoing business operations due to the proposed transaction; business disruption following the transaction; macroeconomic factors beyond WMIH's or Nationstar's control; risks related to WMIH's or Nationstar's indebtedness and other consequences associated with mergers, acquisitions and divestitures and legislative and regulatory actions and reforms.

Annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Number | Exhibit |
|---------------|---|
| 99.1 | <u>Press release dated June 29, 2018.</u> |

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.

WMIH CORP.

(Registrant)

Date: June 29, 2018

By: /s/ Charles Edward Smith
Name: Charles Edward Smith
Title: Executive Vice President