

Rawls Michael R
Form 3
August 09, 2018

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 and Ticker or Trading Symbol	
Â Rawls Michael R		(Month/Day/Year)	WMIH CORP. [WMIH]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		07/31/2018		
C/O WMIH CORP.,Â 8950			(Check all applicable)	
CYPRESS WATERS			_____ Director _____ 10% Owner	
BOULEVARD			<input checked="" type="checkbox"/> Officer _____ Other	
(Street)			(give title below) (specify below)	
			EVP, Servicing	
COPPELL,Â TXÂ 75019			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			_____ Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	574,247 <u>(1)</u> <u>(2)</u> <u>(5)</u>	D	Â
Common Stock	371,277 <u>(3)</u> <u>(4)</u> <u>(5)</u>	D	Â

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 (Instr. 4)	2. Date Exercisable and Expiration Date (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 (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rawls Michael R C/O WMIH CORP. 8950 CYPRESS WATERS BOULEVARD COPPELL, TX 75019	^	^	^ EVP, Servicing	^

Signatures

/s/ Katherine K. Connell,
Attorney-in-Fact

08/09/2018

**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).
- Shares of issuer Common Stock acquired as a result of elections made by the reporting person pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of February 12, 2018, by and among the issuer, Nationstar Mortgage Holdings Inc.
- (1) ("Nationstar") and Wand Merger Corporation, a wholly owned subsidiary of the issuer. Pursuant to the terms of the Merger Agreement, each share of Nationstar common stock held by the reporting person represented the right to receive the consideration described in the Merger Agreement (the "merger consideration") in the form elected by the reporting person.
 - (2) (Continued From Footnote 1) Additionally, subject to certain exceptions, each outstanding Nationstar restricted stock unit held by the reporting person that was granted prior to February 12, 2018, whether vested or unvested, automatically vested in full, was assumed by the issuer and converted into a Restricted Stock Unit of the issuer ("RSU") entitling the reporting person to also receive upon settlement the merger consideration, as elected by the reporting person in accordance with the procedures set out in the Merger Agreement, based on the number of shares of Nationstar common stock underlying the number of Nationstar restricted stock unit awards as of immediately prior to the effective time of the merger.
 - (3) The reporting person was initially granted restricted stock units representing a contingent right to receive one share of common stock of Nationstar pursuant to the Nationstar Second Amended and Restated 2012 Incentive Compensation Plan. In connection with the merger, pursuant to the Merger Agreement, the Nationstar restricted stock units granted after February 12, 2018 were automatically assumed and converted into RSUs representing a contingent right to receive one share of issuer Common Stock (rounded down to the nearest whole share) with respect to a number of issuer shares equal to the number of Nationstar restricted stock unit awards held by the reporting person immediately prior to the effective time of the merger multiplied by the exchange ratio set forth in the Merger Agreement (12.7793).
 - (4) (Continued From Footnote 3) The RSUs have the same vesting and settlement schedule as the Nationstar restricted stock units which were assumed and converted. The RSUs vest over a three-year period, with 33% of the RSUs vesting on each of the first and second anniversaries and 34% vesting on the third anniversary of the date of grant, subject to the reporting person's continued service as an employee of the issuer.
 - (5) Each RSU represents a contingent right to receive one share of issuer's Common Stock.

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.