

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).

CUSIP No.
337930101

1 NAME OF REPORTING PERSON
MP Thrift Investments L.P.
2 CHECK THE APPROPRIATE BOX IF A
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

7 DELAWARE
SOLE VOTING POWER

NUMBER OF 0
SHARES SHARED VOTING POWER
BENEFICIALLY
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

12 27,600,352
CHECK IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

47.9%*

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

14

HC, PN

* 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.

CUSIP No.
337930101

NAME OF REPORTING PERSON

1

MPGOP III Thrift AV-I L.P.
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (SEE
INSTRUCTIONS)

2

(a) (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

7

NUMBER OF	0
SHARES	SHARED VOTING POWER
BENEFICIALLY	
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
REPORTING PERSON

11

27,600,352

CHECK IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

12

13

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

47.9%*

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

14

PN

* 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.

CUSIP No.
337930101

1 NAME OF REPORTING PERSON
MPGOP (Cayman) III Thrift AV-I L.P.
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (SEE
2 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

CAYMAN ISLANDS
SOLE VOTING POWER

7

NUMBER OF	0
SHARES	SHARED VOTING POWER
BENEFICIALLY	
OWNED BY	27,600,352
EACH	SOLE DISPOSITIVE POWER
REPORTING	
PERSON	0
WITH	SHARED DISPOSITIVE POWER
10	
	27,600,352

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

12 27,600,352
CHECK IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

47.9%*

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

14

PN

* 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.

CUSIP No.
337930101

1 NAME OF REPORTING PERSON
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

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

7 DELAWARE
SOLE VOTING POWER

NUMBER OF 0
SHARES SHARED VOTING POWER
BENEFICIALLY
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

12 27,600,352
CHECK IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

47.9%*

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

14

HC

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CUSIP No.
337930101

1 NAME OF REPORTING PERSON
MP (Thrift) Asset Management LLC
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (SEE
2 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

7 DELAWARE
SOLE VOTING POWER

NUMBER OF 0
SHARES SHARED VOTING POWER
BENEFICIALLY
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

12 27,600,352
CHECK IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

47.9%*

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

14

HC

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CUSIP No.
337930101

1 NAME OF REPORTING PERSON
MP (Thrift) LLC

2 CHECK THE APPROPRIATE BOX IF A 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

7

NUMBER OF	0
SHARES	SHARED VOTING POWER
BENEFICIALLY	
OWNED BY	27,600,352
EACH	SOLE DISPOSITIVE POWER
REPORTING	
PERSON	0
WITH	SHARED DISPOSITIVE POWER
10	
	27,600,352

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
27,600,352

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
47.9%*

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

14

HC

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CUSIP No.
337930101

1 NAME OF REPORTING PERSON
David J. Matlin

2 CHECK THE APPROPRIATE BOX IF A 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

7 UNITED STATES
SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0	SHARED VOTING POWER
27,600,352	SOLE DISPOSITIVE POWER
0	SHARED DISPOSITIVE POWER

10 27,600,352

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 27,600,352
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
47.9%*

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

14

IN

* 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.

CUSIP No.
337930101

NAME OF REPORTING
PERSON

1

MP (Thrift) Global Advisers III
LLC

CHECK THE APPROPRIATE
BOX IF A MEMBER OF A
GROUP (SEE INSTRUCTIONS)

2

(a) P (b) []

SEC USE ONLY

3

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

4

OO
CHECK IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

DELAWARE

NUMBER OF
SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH
SOLE VOTING POWER
