

Olson Tagar
Form 4
August 02, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
KKR Fund Holdings L.P.

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS
ROBERTS & CO. L.P., 9 WEST
57TH STREET, SUITE 4200

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WMIH CORP. [WMIH]

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code V | Amount | (A) or (D) Price | | |
| Common Stock | 07/31/2018 | | C(1)(2) | 148,148,148 | A \$ 1.35 | 156,081,323 (3) | I See Footnotes (4) (7) (8) |
| Common Stock | 07/31/2018 | | P(1)(5) | 21,197,619 | A (5) | 21,197,619 | I See Footnotes (6) (7) (8) |

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|----------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Series B Convertible Preferred Stock | \$ 1.35 | 07/31/2018 | | C ⁽¹⁾⁽²⁾ | 200,000 | ⁽²⁾ | ⁽²⁾ | CommonSt |
| Warrants | \$ 1.32 | 07/31/2018 | | S ⁽¹⁾⁽⁵⁾ | 30,700,000 | ⁽⁹⁾ | 01/30/2019 | CommonSt |
| Warrants | \$ 1.43 | 07/31/2018 | | S ⁽¹⁾⁽⁵⁾ | 30,700,000 | ⁽⁹⁾ | 01/30/2019 | CommonSt |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KKR Fund Holdings L.P.
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10154

KKR Fund Holdings GP Ltd
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

KKR & Co. Inc.
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

KKR Management LLC
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

KRAVIS HENRY R
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.

9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

ROBERTS GEORGE R
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
2800 SAND HILL ROAD, SUITE 200
MENLO PARK, CA 94025

KKR Wand Holdings Corp
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

KKR Group Holdings Corp.
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

Harrington Christopher J
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

Olson Tagar
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

Signatures

| | |
|---|------------|
| KKR WAND HOLDINGS CORPORATION By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for Christopher J. Harrington, Director | 08/02/2018 |
| __Signature of Reporting Person | Date |
| KKR FUND HOLDINGS L.P. By: KKR Group Holdings Corp., a general partner By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer | 08/02/2018 |
| __Signature of Reporting Person | Date |
| KKR FUND HOLDINGS GP LIMITED By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Director | 08/02/2018 |
| __Signature of Reporting Person | Date |
| KKR GROUP HOLDINGS CORP. By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer | 08/02/2018 |
| __Signature of Reporting Person | Date |
| KKR & CO. INC. By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer | 08/02/2018 |
| __Signature of Reporting Person | Date |
| KKR MANAGEMENT LLC By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer | 08/02/2018 |
| __Signature of Reporting Person | Date |

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| | |
|--|------------|
| HENRY R. KRAVIS By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact | 08/02/2018 |
| **Signature of Reporting Person | Date |
| GEORGE R. ROBERTS By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact | 08/02/2018 |
| **Signature of Reporting Person | Date |
| CHRISTOPHER J. HARRINGTON By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact | 08/02/2018 |
| **Signature of Reporting Person | Date |
| TAGAR C. OLSON By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact | 08/02/2018 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) On July 31, 2018, WMIH Corp. (the "Issuer"), Nationstar Mortgage Holdings Inc. ("Nationstar"), and Wand Merger Corporation, a wholly owned subsidiary of the Issuer ("Merger Sub"), completed the merger (the "Merger") under the Agreement and Plan of Merger, pursuant to which Nationstar merged with and into Merger Sub with Nationstar being the surviving entity in the Merger and a wholly owned subsidiary of the Issuer.

Upon effectiveness of the Merger, pursuant to the terms of the Issuer's Amended and Restated Certificate of Incorporation (the "Amended Charter"), the 5.00% Series B Convertible Preferred Stock of the Issuer ("5% Series B Preferred Stock") automatically converted into a number of shares of the Issuer's common stock (the "Common Stock") equal to the \$1,000 liquidation preference amount divided by the conversion price of \$1.35 per share.
 - (2) Reflects the acquisition of pro rata dividends and a special distribution, pursuant to the terms of the Amended Charter, on the 5% Series B Preferred Stock exempt from Section 16 under Rule 16a-9 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Represents securities held directly by KKR Wand Investors Corporation. The sole directors and holders of voting stock of KKR Wand Investors Corporation are Tagar C. Olson and Christopher J. Harrington, each of which is an executive of Kohlberg Kravis Roberts & Co. L.P., which is an affiliate of KKR Fund Holdings L.P. KKR Wand Investors L.P. owns 100% of the economic interest in KKR Wand Investors Corporation. KKR Wand GP LLC is the general partner of KKR Wand Investors L.P. KKR Wand GP LLC is a wholly owned subsidiary of KKR Fund Holdings L.P. Each of KKR Wand Investors Corporation, KKR Wand Investors L.P. and KKR Wand GP LLC is filing a separate Form 3 to report their beneficial ownership over securities of the Issuer.
 - (3) Upon effectiveness of the Merger, KKR Wand Holdings Corporation exchanged the 61,400,000 warrants of the Issuer it held for 21,197,619 shares of Common Stock pursuant to the terms of a Warrant Exchange Agreement.

Represents securities held directly by KKR Wand Holdings Corporation. The sole directors and holders of voting stock of KKR Wand Holdings Corporation are Tagar C. Olson and Christopher J. Harrington, each of which is an executive of Kohlberg Kravis Roberts & Co. L.P., which is an affiliate of KKR Fund Holdings L.P. KKR Fund Holdings L.P. owns 100% of the economic interest in KKR Wand Holdings Corporation.
 - (4) KKR Fund Holdings GP Limited is a general partner of KKR Fund Holdings L.P. KKR Group Holdings Corp. is a general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Fund Holdings GP Limited. KKR & Co. Inc. is the sole shareholder of KKR Group Holdings Corp. KKR Management LLC is the controlling shareholder of KKR & Co. Inc. Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC.
 - (5) Each of the Reporting Persons may be deemed to be the beneficial owner of all or a portion of the securities reported herein. The filing of this statement shall not be deemed to be an admission that the Reporting Persons are subject to Section 16 of the Exchange Act or that, for purposes of Section 16 of the Exchange Act or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein, and the Reporting Persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
 - (6) The warrants were immediately exercisable.

Remarks:

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Exhibit List: Exhibit 24 - Powers of Attorney.

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.