

# MR. COOPER GROUP INC.

Reported by  
**KKR & CO. INC.**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/09/18 for the Period Ending 01/05/18

Address	8950 CYPRESS WATERS BLVD. COPPELL, TX, 75019
Telephone	2146874958
CIK	0000933136
Symbol	COOP
SIC Code	6035 - Savings Institution, Federally Chartered
Industry	Banks
Sector	Financials
Fiscal Year	12/31

# FORM 4

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

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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 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
KKR Fund Holdings L.P.			WMIH CORP. [ WMIH ]			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET, SUITE 4200			1/5/2018					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
NEW YORK, NY 10019						<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Convertible Preferred Stock (1)	\$2.25 (2)	1/5/2018		J (1)		200000		(2)	(3)	Common Stock	88888888 (3)	\$1000	0	I	See Footnotes (5)(6)(7)
Series B Convertible Preferred Stock (1)	\$1.35	1/5/2018		J (1)		200000		(4)	(4)	Common Stock	148148148	\$1000	200000	I	See Footnotes (5)(6)(7)

### Explanation of Responses:

- (1) KKR Wand Investors L.P. initially acquired the 3.00% Series B Convertible Preferred Stock ("3% Series B Preferred Stock") on January 5, 2015. The terms of the 3% Series B Preferred Stock were amended and restated as 5.00% Series B Convertible Preferred Stock ("5% Series B Preferred Stock"), effective as of January 5, 2018. The two reported transactions reflect the amendment of the terms of the 3% Series B Preferred Stock, which may be deemed to result in the cancellation of the "old" 3% Series B Preferred Stock and the issuance of "new" 5% Series B Preferred Stock.
- (2) The holder of the 3% Series B Preferred Stock had no optional right to convert the 3% Series B Preferred Stock into common stock of the Issuer ("Common Stock"). All or a portion of the 3% Series B Preferred Stock would automatically convert into Common Stock on each date that the Issuer closed certain acquisitions described in the Certificate of Designations establishing the terms of the 3% Series B Preferred Stock. In the event of an automatic conversion, the 3% Series B Preferred Stock would convert into a number of shares of Common Stock equal to the \$1,000 liquidation preference amount divided by a conversion price equal to the lesser of: (a) \$2.25, and (b) the average of daily volume weighted average prices of the Common Stock during the 20 trading day period ending on the trading day immediately preceding the public announcement by the Issuer that it has entered into a definitive agreement for such acquisition, subject to a floor of \$1.75 per share.
- (3) The 3% Series B Preferred Stock could be converted automatically until January 5, 2018, unless extended pursuant to the terms thereof. If all of the Series B Preferred Stock were converted at the floor price, the amount of shares of Common Stock issuable to the Reporting Persons would be 114,285,714 shares.
- (4) The holder of the 5% Series B Preferred Stock has no optional right to convert the 5% Series B Preferred Stock into Common Stock. All or a portion of the 5% Series B Preferred Stock automatically converts into Common Stock on each date that the Issuer closes certain acquisitions described in the amendment to the Issuer's Amended and Restated Certificate of Incorporation, which established the terms of the 5% Series B Preferred Stock. In the event of an automatic conversion, the 5% Series B Preferred Stock shall convert into a number of shares of Common Stock equal to the \$1,000 liquidation preference amount divided by the fixed conversion price of \$1.35 per share. The 5% Series B Preferred Stock may be converted automatically until October 5, 2019, except in certain circumstances, such period may be extended pursuant to the terms thereof.

- (5) Represents securities held by KKR Wand Investors L.P. 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.
- (6) KKR Fund Holdings GP Limited is a general partner KKR Fund Holdings L.P. KKR Group Holdings L.P. is the sole shareholder of KKR Fund Holdings GP Limited and a general partner of KKR Fund Holdings L.P. KKR Group Limited is the general partner of KKR Group Holdings L.P. KKR & Co. L.P. is the sole shareholder of KKR Group Limited. KKR Management LLC is the general partner of KKR & Co. L.P. Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC.
- (7) Each of KKR Fund Holdings L.P., KKR Fund Holdings GP Limited, KKR Group Holdings L.P., KKR Group Limited, KKR & Co. L.P., KKR Management LLC, and Messrs. Kravis and Roberts may be deemed to be the beneficial owner of the securities held by KKR Wand Investors L.P. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 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.

#### 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 10019		X		
KKR Fund Holdings GP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Group Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Group Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR & Co. L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KKR Management LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
ROBERTS GEORGE R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 2800 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025		X		

#### Signatures

KKR FUND HOLDINGS L.P. By: KKR Fund Holdings GP Limited, a general partner, By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director

1/9/2018

\*\*Signature of Reporting Person

Date

KKR FUND HOLDINGS GP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director

1/9/2018

\*\*Signature of Reporting Person

Date

KKR GROUP HOLDINGS L.P. By: KKR Group Limited, its general partner, By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director

1/9/2018

\*\*Signature of Reporting Person

Date

KKR GROUP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director

1/9/2018

\*\*Signature of Reporting Person

Date

**KKR & CO. L.P. By: KKR Management LLC, its general partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer**

**1/9/2018**

—Signature of Reporting Person

Date

**KKR MANAGEMENT LLC By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer**

**1/9/2018**

—Signature of Reporting Person

Date

**HENRY R. KRAVIS By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact**

**1/9/2018**

—Signature of Reporting Person

Date

**GEORGE R. ROBERTS By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact**

**1/9/2018**

—Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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