

MR. COOPER GROUP INC.

Reported by
HARRINGTON CHRISTOPHER J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/02/18 for the Period Ending 07/31/18

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

OMB APPROVAL
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[] Check this box if no longer
subject to Section 16. Form 4 or
Form 5 obligations may
continue. See Instruction 1(b).

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			7/31/2018					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
NEW YORK, NY 10154						<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			
Common Stock	7/31/2018		C	(1)(2)	148148148	A	\$1.35	156081323 (3)	I	See Footnotes (4)(7)(8)
Common Stock	7/31/2018		P	(1)(5)	21197619	A	(5)	21197619	I	See Footnotes (6)(7)(8)

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	\$1.35	7/31/2018		C	(1) (2)		200000	(2)	(2)	CommonStock	148148148	\$0	0	I	See Footnotes (4)(7)(8)
Warrants	\$1.32	7/31/2018		S	(1)(5)		30700000	(9)	1/30/2019	CommonStock	30700000	(5)	0	I	See Footnotes (6)(7)(8)
Warrants	\$1.43	7/31/2018		S	(1)(5)		30700000	(9)	1/30/2019	CommonStock	30700000	(5)	0	I	See Footnotes (6)(7)(8)

Explanation of Responses:

- 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.
- 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.

- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) The warrants were immediately exercisable.

Remarks:

Exhibit List: Exhibit 24 - Powers of Attorney.

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		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 & Co. Inc. 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		
KKR Wand Holdings Corp C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK,, NY 10019		X		
KKR Group Holdings Corp. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
Harrington Christopher J C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		
Olson Tagar C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019		X		

Signatures

KKR WAND HOLDINGS CORPORATION By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for Christopher J. Harrington, Director

8/2/2018

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	8/2/2018
—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	8/2/2018
—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	8/2/2018
—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	8/2/2018
—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	8/2/2018
—Signature of Reporting Person	Date
HENRY R. KRAVIS By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact	8/2/2018
—Signature of Reporting Person	Date
GEORGE R. ROBERTS By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact	8/2/2018
—Signature of Reporting Person	Date
CHRISTOPHER J. HARRINGTON By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact	8/2/2018
—Signature of Reporting Person	Date
TAGAR C. OLSON By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact	8/2/2018
—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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

POWER OF ATTORNEY

Know all men by these presents that Chris Harrington does hereby make, constitute and appoint William J. Janetschek, David J. Sorkin, Terence P. Gallagher, and Christopher B. Lee, or any one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a manager or member of any limited liability company, as a partner of any partnership, as an officer of any corporate or other entity, or in the undersigned's capacity in a position similar to the foregoing at any entity, in each case, for which the undersigned is otherwise authorized to sign), to execute and deliver such forms, schedules, statements and other documents as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d), 13(g), 13(f), 13(h) and 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, Schedule 13D, Schedule 13G, Form 13F, Form 13H, Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ Chris Harrington

Name: Chris Harrington

Date: February 13, 2018
