

# FORM 4

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

## 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)		
<b>KKR Group Partnership L.P.</b>			<b>Mr. Cooper Group Inc. [ COOP ]</b>			<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)					
<b>C/O KOHLBERG KRAVIS ROBERTS &amp; CO. L.P., 30 HUDSON YARDS</b>			<b>8/2/2021</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>NEW YORK, NY 10001</b>						<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	8/2/2021		S		1324056	D	\$33.25	0	I	See footnotes (1)(3)(4)
Common Stock	8/2/2021		S		9749189	D	\$33.25	0	I	See footnotes (2)(3)(4)

**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
Series A Convertible Preferred Stock	\$13.2	8/2/2021		S		1000000		(5)	(5)	Common Stock	838802	\$27.89 (6)	0	I	See Footnotes (1)(3)(4)

#### Explanation of Responses:

- Represents securities held directly by KKR Wand Holdings Corporation. The sole directors and holders of voting stock of KKR Wand Holdings Corporation are Christopher J. Harrington and Simon Greene, each of whom is an executive of Kohlberg Kravis Roberts & Co. L.P., which is an affiliate of KKR Group Partnership L.P. KKR Group Partnership L.P. owns 100% of the economic interest in KKR Wand Holdings Corporation.
- Represents securities held directly by KKR Wand Investors Corporation. The sole directors and holders of voting stock of KKR Wand Investors Corporation are Christopher J. Harrington and Simon Greene, each of whom is an executive of Kohlberg Kravis Roberts & Co. L.P., which is an affiliate of KKR Group Partnership 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 Group Partnership L.P.
- KKR Group Holdings Corp. is the general partner of KKR Group Partnership L.P. KKR & Co. Inc. is the sole shareholder of KKR Group Holdings Corp. KKR Management LLP is the Series I preferred stockholder of KKR & Co. Inc. Messrs. Henry R. Kravis and George R. Roberts are the founding partners of KKR Management LLP.
- 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 Securities Exchange Act of 1934, as amended (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.
- The Series A Convertible Preferred Stock is immediately convertible.
- The price per share of the Series A Convertible Preferred Stock is equal to a price of \$33.25 per underlying share of Common Stock.

#### Remarks:

Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR

system, certain affiliates of the Reporting Persons have filed a separate Form 4.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR Group Partnership L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 30 HUDSON YARDS NEW YORK, NY 10001		X		
KKR Group Holdings Corp. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 30 HUDSON YARDS NEW YORK, NY 10001		X		
KKR & Co. Inc. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 30 HUDSON YARDS NEW YORK, NY 10001		X		
KKR Management LLP C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 30 HUDSON YARDS NEW YORK, NY 10001		X		
KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 30 HUDSON YARDS NEW YORK, NY 10001		X		
ROBERTS GEORGE R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 2800 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025		X		
Harrington Christopher J C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 30 HUDSON YARDS NEW YORK, NY 10001	X	X		
Greene Simon C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 30 HUDSON YARDS NEW YORK, NY 10001		X		

**Signatures**

KKR GROUP PARTNERSHIP L.P., By: KKR Group Holdings Corp., its general partner, By: /s/ Terence P. Gallagher, Name: Terence P. Gallagher, Title: Attorney-in-fact for Robert H. Lewin, Chief Financial Officer 8/3/2021

--Signature of Reporting Person

Date

KKR GROUP HOLDINGS CORP., By: /s/ Terence P. Gallagher, Name: Terence P. Gallagher, Title: Attorney-in-fact for Robert H. Lewin, Chief Financial Officer 8/3/2021

--Signature of Reporting Person

Date

KKR & CO. INC., By: /s/ Terence P. Gallagher, Title: Attorney-in-fact for Robert H. Lewin, Chief Financial Officer 8/3/2021

--Signature of Reporting Person

Date

KKR MANAGEMENT LLP, By: /s/ Terence P. Gallagher, Name: Terence P. Gallagher, Title: Attorney-in-fact for Robert H. Lewin, Chief Financial Officer 8/3/2021

--Signature of Reporting Person

Date

HENRY R. KRAVIS, By: /s/ Terence P. Gallagher, Name: Terence P. Gallagher, Title: Attorney-in-fact 8/3/2021

--Signature of Reporting Person

Date

GEORGE R. ROBERTS, By: /s/ Terence P. Gallagher, Name: Terence P. Gallagher, Title: Attorney-in-fact 8/3/2021

--Signature of Reporting Person

Date

CHRISTOPHER J. HARRINGTON, By: /s/ Terence P. Gallagher, Name: Terence P. Gallagher, Title: Attorney-in-fact 8/3/2021

--Signature of Reporting Person

Date

SIMON GREENE, By: /s/ Terence P. Gallagher, Name: Terence P. Gallagher, Title: Attorney-in-fact 8/3/2021

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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