

MR. COOPER GROUP INC.

Reported by KKR & CO. INC.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/07/15 for the Period Ending 01/05/15

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



[] 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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

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. I	2. Issuer Name and Ticker or Trading Symbol						bol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
KKR Fund I	Ioldings	L.P.									[WM]		Director	Í	v 1	09/ Owner	
(Last) (First) (Middle)			3. I	3. Date of Earliest Transaction (MM/DD/YYYY)						Y)	Director X 10% Owner Officer (give title below) Other (specify below)						
9 WEST 57T	H STRE	ET 41S	Γ FLOC	OR,				1/5	5/201	5							
	(Stree	et)		4. I	If An	nendmei	nt, Dat	te C	Origina	ıl Fil	led (MM/I	OD/YYYY)	6. Individual o	or Joint/G	roup Filing (Check Appl	icable Line)
NEW YORK			o)										Form filed by X Form filed b	One Reporti y More than	ng Person One Reporting	Person	
		· · · · · · ·		Non-Der	ivat	ive Secu	ırities	Ac	quire	d, Di	isposed (of, or Be	neficially Owne	ed			
1.Title of Security (Instr. 3) 2. Trans. I						3. Trans (Instr. 8	instr. 8)		or Dis	Securities Acquired (and Disposed of (D) (astr. 3, 4 and 5) (A) or		Amount of Securities Beneficially Owned bllowing Reported Transaction(s) nstr. 3 and 4)			7. Nature of Indirect Beneficial Ownership (Instr. 4)		
	Tabl	e II - Deri	ivative Se	curities I	Bene	eficially	Code Owne			Amou puts	int (D)	Price	, options, conve	rtible sec	urities)	4)	
1. Title of Derivate Security (Instr. 3)	Conversion or Exercise Price of Derivative	Date Executi	3A. Deemed Execution Date, if any	Code		Derivative Acquired (Disposed of	Number of Derivative Securities acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		-			Underlying Security	derlying Derivative Security) (Instr. 5)	derivative Securities Beneficially Owned	Ownership Form of Derivative Security:	Beneficial	
	Security		_	Code	V	(A)	(E		Date Exercisa		Expiration Date	Title	Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	
3% Series B Convertible Preferred Stock	\$2.25 <u>(1)</u>	1/5/2015		P		200000			<u>(1)</u>	!	<u>(2)</u>	Common Stock	88888888 (2)	\$1000	200000	I	See Footnotes (3) (4) (5)

Explanation of Responses:

- (1) The holder of the 3.00% Series B Convertible Preferred Stock ("Series B Preferred Stock") have no optional right to convert the Series B Preferred Stock into common stock of the Issuer ("Common Stock"). All or a portion of the Series B Preferred Stock automatically converts into Common Stock on each date that the Issuer closes certain acquisitions described in the Series B Preferred Stock Certificate of Designations. In the event of an automatic conversion, the Series B Preferred Stock shall 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.
- (2) The Series B Preferred Stock may be converted automatically until January 5, 2018, except in certain circumstances, such period may be extended for up to six months. 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.
- (3) 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.
- (4) 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.
- (5) 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					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		

KKR Fund Holdings L.P.		İ
9 WEST 57TH STREET 41ST FLOOR	X	
NEW YORK, NY 10019		
KKR Fund Holdings GP Ltd		
9 WEST 57TH STREET 41ST FLOOR	X	
NEW YORK, NY 10019		
KKR Group Holdings L.P.		
9 WEST 57TH STREET 41ST FLOOR	X	
NEW YORK, NY 10019		
KKR Group Ltd		
9 WEST 57TH STREET 41ST FLOOR	X	
NEW YORK, NY 10019		
KKR & Co. L.P.		
9 WEST 57TH STREET	X	
SUITE 4200	A	
NEW YORK, NY 10019		
KKR Management LLC		
9 WEST 57TH STREET 41ST FLOOR	X	
NEW YORK, NY 10019		
KRAVIS HENRY R		
C/O KOHLBERG KRAVIS ROBERTS & CO	X	
9 WEST 57TH ST	A	
NEW YORK, NY 10019		
ROBERTS GEORGE R		
2800 SAND HILL ROAD	X	
MENLO PARK, CA 94025		

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	1/7/2015				
** Signature of Reporting Person					
By: 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					
**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	1/7/2015				
**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	1/7/2015				
** Signature of Reporting Person	Date				
KKR GROUP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director	1/7/2015				
**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	1/7/2015				
** 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	1/7/2015				
** Signature of Reporting Person	Date				
HENRY R. KRAVIS By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact	1/7/2015				
**Signature of Reporting Person	Date				
GEORGE R. ROBERTS By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact	1/7/2015				
**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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