

WMIH CORP.  
Form S-4/A  
May 29, 2018  
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As filed with the Securities and Exchange Commission on May 25, 2018

Registration No. 333-223862

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

**Amendment No. 2**  
**to**  
**FORM S-4**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**WMIH CORP.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**6199**  
**(Primary Standard Industrial**  
**Classification Code Number)**  
**800 Fifth Avenue, Suite 4100**

**91-1653725**  
**(I.R.S. Employer**  
**Identification Number)**

**Seattle, Washington 98104**

**(206) 922-2957**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**Charles Edward Smith**

**Chief Legal Officer and Secretary**

**800 Fifth Avenue, Suite 4100**

**Seattle, Washington 98104**

**(206) 922-2957**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copies to:*

<b>Lee A. Meyerson</b>	<b>Kerry E. Berchem</b>	<b>Anthony W. Villani</b>	<b>Kevin M. Schmidt</b>
<b>Elizabeth A. Cooper</b>	<b>Alice Hsu</b>	<b>Executive Vice President</b>	<b>Debevoise &amp; Plimpton</b>
<b>Simpson Thacher &amp; Bartlett LLP</b>	<b>Akin Gump Strauss Hauer &amp; Feld LLP</b>	<b>and General Counsel</b>	<b>LLP</b>
<b>425 Lexington Avenue</b>	<b>One Bryant Park</b>	<b>Nationstar Mortgage LLC</b>	<b>919 Third Avenue</b>
<b>New York, New York 10017</b>	<b>New York, New York 10036</b>	<b>8950 Cypress Waters Blvd.</b>	<b>New York,</b>
<b>Phone: (212) 455-2000</b>	<b>Phone: (212) 872-1000</b>	<b>Coppell, Texas, 75019</b>	<b>New York 10022</b>
		<b>Phone: (469) 549-2000</b>	<b>Phone: (212) 909-6000</b>

**Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this registration statement becomes effective and upon completion of the merger.**

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer		Accelerated filer
Non-accelerated filer	(Do not check if a smaller reporting company)	Smaller reporting company
		Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act

If applicable, place an  in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended (the Securities Act) or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.00001 per share	416,300,000 <sup>(1)</sup>	N/A	\$566,173,742.64 <sup>(2)</sup>	\$70,488.63 <sup>(3)(4)</sup>

- (1) The initial number of shares to be registered as listed on the registrant's initial Registration Statement filed on March 22, 2018, was 416,012,872 shares (the initial amount). This number was based on the maximum number of shares of common stock, par value \$0.00001 per share (WMIH common stock), of the registrant (WMIH) estimated to be issued in connection with the merger described herein (the merger). This number is based on the product of (a) the difference of (i) the sum of (A) 97,727,755, the aggregate number of shares of common stock,

par value \$0.01 per share ( Nationstar common stock ), of Nationstar Mortgage Holdings Inc. ( Nationstar ), outstanding as of February 8, 2018, which number excludes shares of Nationstar common stock owned by WMIH or Nationstar (as treasury stock or otherwise) and includes 363,934 shares of Nationstar common stock granted in respect of outstanding Nationstar restricted stock awards, plus (B) 2,930,632, the aggregate number of shares of Nationstar common stock reserved for issuance upon the settlement of Nationstar restricted stock unit awards outstanding as of February 8, 2018 and that may be issued after such date pursuant to the terms of the merger agreement between WMIH and Nationstar described herein, minus (ii) 68,104,736, which represents the number of shares that will be paid cash in the merger (prior to taking into account any proration or adjustment), and (b) an exchange ratio of 12.7793 shares of WMIH common stock for each share of Nationstar common stock. Pursuant to Amendment No. 1, the registrant increased the number of shares of WMIH common stock to be registered under this Registration Statement by 287,128 (the additional amount ) to 416,300,000. The additional amount reflects the number of shares that could be issued as a result of rounding set forth in the formulas for proration or adjustment in the merger.

- (2) Pursuant to Rule 457(a), when the number of shares to be offered is increased by an amendment filed prior to the effective date of the registration statement, an additional filing fee will be paid (computed on the basis of the offering price of the additional securities). Pursuant to Rules 457(c), 457(f)(1) and 457(f)(3) promulgated under the Securities Act and solely for the purpose of calculating the registration fee, the proposed maximum aggregate offering price of the initial amount is an amount equal to \$565,777,506, calculated as the product of (i) 416,012,872 shares of WMIH common stock, the estimated maximum number of shares of WMIH common stock that may be issued in the merger in exchange for cancelled shares of Nationstar common stock (calculated as shown in subsection (i) of note (1) above), and (ii) \$1.36, the average of the high and low trading prices of WMIH common stock on March 15, 2018 (within five business days prior to the date of the initial Registration Statement). Pursuant to Rules 457(c), 457(f)(1) and 457(f)(3) promulgated under the Securities Act and solely for the purpose of calculating the registration fee, the proposed maximum aggregate offering price of the additional amount is an amount equal to \$396,236.64, calculated as the product of (a) 287,128 shares of WMIH common stock, the additional amount, and (b) \$1.38, the average of the high and low trading prices of WMIH common stock on May 15, 2018 (within five business days prior to the date of Amendment No. 1 to the Registration Statement). The aggregate proposed maximum aggregate offering price, which is the sum of the proposed maximum aggregate offering price for the initial amount and the proposed maximum aggregate offering price for the additional amount, is \$566,173,742.64.
- (3) Calculated pursuant to Rule 457 of the Securities Act by multiplying the proposed maximum aggregate offering price of securities to be registered by 0.0001245.
- (4) Previously paid.

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**Information contained herein is subject to completion or amendment. A registration statement relating to the shares of WMIH common stock to be issued in the merger has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This joint proxy statement/prospectus shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale is not permitted or would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.**

**PRELIMINARY PROXY STATEMENT/PROSPECTUS**

**DATED MAY 25, 2018, SUBJECT TO COMPLETION**

**WMIH Corp.**

Dear Stockholder:

On February 12, 2018, WMIH Corp., or WMIH, and Wand Merger Corporation, a wholly owned subsidiary of WMIH, entered into an Agreement and Plan of Merger, or the merger agreement, with Nationstar Mortgage Holdings Inc., or Nationstar. If the merger agreement is approved by Nationstar's stockholders, the issuance of WMIH common stock is approved by WMIH's stockholders, and the merger is subsequently completed, Nationstar will merge with and into Wand Merger Corporation with Nationstar surviving the merger as a wholly owned subsidiary of WMIH.

In the merger, each outstanding share of Nationstar common stock (other than shares owned by WMIH or Nationstar (as treasury stock or otherwise)) will be converted into the right to receive, at the election of the holder of such share, subject to proration and adjustment, either (i) \$18.00 in cash or (ii) 12.7793 shares of WMIH common stock. The consideration to be paid to Nationstar stockholders electing to receive only cash consideration or stock consideration is subject, pursuant to the terms of the merger agreement, to automatic adjustment, as applicable, to ensure that the total amount of cash paid (excluding cash paid in lieu of fractional shares) equals exactly \$1,225,885,248.00. Holders of Nationstar common stock who do not make a valid and timely election will be deemed to have made a stock election described in clause (ii) above.

Based on the number of shares of Nationstar common stock outstanding and the number of shares of Nationstar common stock issuable pursuant to outstanding Nationstar restricted stock awards and restricted stock unit awards, in each case as of February 8, 2018, the total number of shares of WMIH common stock expected to be issued in connection with the merger is approximately 416 million. In addition, based on the number of issued and outstanding shares of WMIH common stock and shares of Nationstar common stock on May 21, 2018, holders of shares of Nationstar common stock as of immediately prior to the closing of the merger will hold, in the aggregate, approximately 35% of the issued and outstanding shares of WMIH common stock immediately following the closing of the merger (without giving effect to any shares of WMIH common stock held by Nationstar stockholders prior to the merger).

WMIH will hold an annual meeting of stockholders, and Nationstar will hold a special meeting of stockholders, to consider the proposed merger as well as ordinary course matters. WMIH and Nationstar cannot complete the proposed merger unless WMIH's stockholders vote to approve the issuance of WMIH common stock to be issued as a portion of the merger consideration and Nationstar's stockholders vote to adopt the merger agreement. WMIH and Nationstar are

sending you this joint proxy statement/prospectus to ask you to vote in favor of these and the other matters described in this joint proxy statement/prospectus.

The annual meeting of WMIH's stockholders will be held on June 29, 2018, at 3:00 p.m. local time, at the offices of Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036. The special meeting of Nationstar's stockholders will be held on June 29, 2018, at 2:00 p.m. local time, at Nationstar's offices, 8950 Cypress Waters Boulevard, Coppell, TX 75019.

**YOUR VOTE IS VERY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES OF WMIH STOCK OR NATIONSTAR COMMON STOCK YOU OWN.** To ensure your representation at the WMIH annual meeting or the Nationstar special meeting, as applicable, please complete and return the enclosed proxy card or submit your proxy by following the instructions contained in this joint proxy statement/prospectus and on your proxy card. Please vote promptly whether or not you expect to attend your meeting. Submitting a proxy now will NOT prevent you from being able to vote in person at your meeting. If you hold your shares in street name, you should instruct your broker, bank or other nominee how to vote in accordance with the voting instruction form you receive from your broker, bank or other nominee.

**The WMIH board of directors has unanimously approved the merger agreement and the transactions contemplated thereby and recommends that WMIH stockholders vote FOR the issuance of WMIH common stock and FOR the other matters to be considered at the WMIH annual meeting.**

**The Nationstar board of directors, following the unanimous recommendation of a special committee of the Nationstar board of directors, has unanimously approved the merger agreement and the transactions contemplated thereby and the merger-related compensation proposal and recommends that Nationstar stockholders vote FOR the adoption of the merger agreement, FOR the merger-related compensation proposal and FOR the other matters to be considered at the Nationstar special meeting.**

This joint proxy statement/prospectus provides you with detailed information about the proposed merger. It also contains or references information about WMIH and Nationstar and certain related matters. You are encouraged to read this joint proxy statement/prospectus carefully. **In particular, you should read the Risk Factors section beginning on page 33 for a discussion of the risks you should consider in evaluating the proposed merger and how it will affect you.**

If you have any questions regarding the accompanying joint proxy statement/prospectus, you may contact MacKenzie Partners, Inc., WMIH's proxy solicitor, by calling toll-free at (800) 322-2885, or Alliance Advisors LLC, Nationstar's proxy solicitor, by calling toll-free at (833) 786-6492.

Sincerely,

William C. Gallagher

Jay Bray

Chief Executive Officer

Chairman, President and Chief Executive Officer

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the merger, the issuance of shares of WMIH common stock in connection with the merger or the other transactions described in this joint proxy statement/prospectus, or passed upon the adequacy or accuracy of the disclosure in this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.**

This joint proxy statement/prospectus is dated May [ ], 2018, and is first being mailed to stockholders of WMIH and Nationstar on or about June 1, 2018.



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Both WMIH and Nationstar file annual, quarterly and special reports, proxy statements and other business and financial information with the Securities and Exchange Commission (the SEC). You may read and copy any materials that either WMIH or Nationstar files with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549, at prescribed rates. Please call the SEC at (800) SEC-0330 ((800) 732-0330) for further information on the public reference room. In addition, WMIH and Nationstar file reports and other business and financial information with the SEC electronically, and the SEC maintains a website located at [www.sec.gov](http://www.sec.gov) containing this information. You will also be able to obtain these documents, free of charge, from WMIH at [www.wmih-corp.com](http://www.wmih-corp.com) under the Investors Relations link and then SEC Filings, or from Nationstar by accessing Nationstar's website at [www.nationstarholdings.com](http://www.nationstarholdings.com) under the heading Investor Information and then under the heading Financial Information and then SEC Filings.

WMIH has filed a registration statement on Form S-4 of which this joint proxy statement/prospectus forms a part. As permitted by SEC rules, this joint proxy statement/prospectus does not contain all of the information included in the registration statement or in the exhibits or schedules to the registration statement. You may obtain a free copy of the registration statement, including any amendments, schedules and exhibits at the addresses set forth below. Statements contained in this joint proxy statement/prospectus as to the contents of any contract or other documents referred to in this joint proxy statement/prospectus are not necessarily complete. In each case, you should refer to the copy of the applicable contract or other document filed as an exhibit to the registration statement. This joint proxy statement/prospectus incorporates by reference documents that WMIH and Nationstar have previously filed with the SEC. These documents contain important information about the companies and their financial condition. See *Incorporation of Certain Documents by Reference* beginning on page 240. These documents are available without charge to you upon written or oral request to the applicable company's principal executive offices. The respective addresses and telephone numbers of such principal executive offices are listed below.

WMIH Corp.

800 Fifth Avenue, Suite 4100

Seattle, Washington 98104

Attention: Secretary

(206) 922-2957

Nationstar Mortgage Holdings Inc.

8950 Cypress Waters Blvd

Coppell, Texas 75019

Attention: Corporate Secretary

(469) 549-2000

**To obtain timely delivery of these documents, you must request the information no later than June 22, 2018 in order to receive them before WMIH's annual meeting of stockholders and no later than June 22, 2018 in order to receive them before Nationstar's special meeting of stockholders.**

WMIH common stock is traded on the Nasdaq Capital Market under the symbol WMIH, and Nationstar common stock is traded on the New York Stock Exchange under the symbol NSM.

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**WMIH Corp.**

**NOTICE OF THE ANNUAL MEETING OF STOCKHOLDERS**

**TO BE HELD ON JUNE 29, 2018**

NOTICE IS HEREBY GIVEN that the 2018 annual meeting of the stockholders of WMIH Corp. ( WMIH ) will be held on June 29, 2018, at 3:00 p.m. local time, at the offices of Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, for the following purposes:

1. To approve the issuance of 416,300,000 shares of WMIH common stock (which we refer to as the stock issuance ) to be issued as a portion of the merger consideration pursuant to the Agreement and Plan of Merger, dated as of February 12, 2018 (which we refer to as the merger agreement ), by and among WMIH, Wand Merger Corporation and Nationstar Mortgage Holdings Inc. ( Nationstar ) and of 21,197,619 shares of WMIH common stock in exchange for WMIH warrants (which we refer to as the stock issuance proposal );
2. To elect a board of directors consisting of seven members, each to serve until the earliest of the next annual meeting of WMIH stockholders, his or her resignation or removal or his or her successor is duly elected and qualified or appointed (which we refer to as the director election );
3. To ratify the appointment of BPM LLP as WMIH s independent registered public accounting firm for the fiscal year ending December 31, 2018 (which we refer to as the accountant ratification proposal );
4. To approve, on an advisory basis, the compensation of WMIH s named executive officers (which we refer to as the advisory compensation proposal );
5. To approve one or more adjournments of the WMIH annual meeting, if necessary or appropriate, to permit further solicitation of proxies in favor of the stock issuance proposal (which we refer to as the WMIH adjournment proposal ); and
6. To transact such other business as may properly come before the meeting or any adjournments or postponements thereof.

Assuming a quorum is present, the affirmative vote of the holders of at least a majority in voting power of the outstanding shares of WMIH common stock and WMIH preferred stock (voting together as a single class) entitled to vote and who are present in person or represented by proxy at the WMIH annual meeting is required to approve each of the stock issuance proposal, the accountant ratification proposal, the advisory compensation proposal and the WMIH adjournment proposal. In the director election, the seven nominees for the WMIH board of directors receiving the highest number of affirmative votes cast at the meeting, in person or by proxy, will be elected as directors.

If WMIH stockholders fail to approve the stock issuance proposal, the merger with Nationstar will not occur. The stock issuance proposal is not conditioned on other proposals. The joint proxy statement/prospectus accompanying

this notice explains the merger agreement and the transactions contemplated thereby, as well as the proposals to be considered at the WMIH annual meeting. Please review the joint proxy statement/prospectus carefully.

The WMIH board of directors has set May 21, 2018 as the record date for the WMIH annual meeting. Only holders of record of shares of WMIH common stock and WMIH preferred stock at the close of business on May 21, 2018 will be entitled to notice of and to vote at the WMIH annual meeting and any adjournments or postponements thereof. Any stockholder entitled to attend and vote at the WMIH annual meeting is entitled to appoint a proxy to attend and vote on such stockholder's behalf. Such proxy need not be a holder of shares of WMIH common stock or WMIH preferred stock.

**YOUR VOTE IS VERY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES OF WMIH COMMON STOCK OR WMIH PREFERRED STOCK YOU OWN. Whether or not you plan to attend the WMIH annual meeting, please complete, sign, date and mail the enclosed proxy card in the postage-paid envelope provided at your earliest convenience. You may also submit a proxy by telephone or via the Internet by following the instructions printed on your proxy card. If you hold your shares through a broker, bank or other nominee, you should direct the vote of your shares in accordance with the voting instruction form received from your broker, bank or other nominee.**

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**The WMIH board of directors has unanimously approved the merger agreement and the transactions contemplated thereby and recommends that you vote FOR the stock issuance proposal, FOR each of the director nominees selected by the WMIH board of directors for the director election, FOR the accountant ratification proposal, FOR the advisory compensation proposal and FOR the WMIH adjournment proposal (if necessary or appropriate).**

**If you have any questions or need assistance with voting, please contact WMIH's proxy solicitor, MacKenzie Partners, Inc., toll-free at (800) 322-2885.**

If you plan to attend the WMIH annual meeting, you will be required to bring certain documents with you to be admitted to the meeting. Please read carefully the sections in the joint proxy statement/prospectus regarding attending and voting at the annual meeting to ensure that you comply with these requirements.

BY ORDER OF THE BOARD OF DIRECTORS

Charles Edward Smith

Chief Legal Officer and Secretary

Seattle, Washington

May [ ], 2018

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**NOTICE OF THE SPECIAL MEETING OF STOCKHOLDERS**

**TO BE HELD ON JUNE 29, 2018**

NOTICE IS HEREBY GIVEN that a special meeting of the stockholders of Nationstar Mortgage Holdings Inc. ( Nationstar ) will be held on June 29, 2018, at 2:00 p.m. local time, at Nationstar s offices, 8950 Cypress Waters Boulevard, Coppell, TX 75019, for the following purposes:

1. To adopt the Agreement and Plan of Merger, dated as of February 12, 2018 (which we refer to as the merger agreement ), by and among Nationstar, WMIH Corp. ( WMIH ) and Wand Merger Corporation (which we refer to as the merger proposal );
2. To approve, on a non-binding, advisory basis, the compensation to be paid to Nationstar s named executive officers that is based on or otherwise relates to the merger, discussed under the section entitled *The Merger Merger-Related Compensation for Nationstar s Named Executive Officers* beginning on page 153 (which we refer to as the merger-related compensation proposal ); and
3. To approve one or more adjournments of the Nationstar special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger proposal (which we refer to as the Nationstar adjournment proposal ).

The affirmative vote of a majority of the outstanding shares of Nationstar common stock entitled to vote thereon is required to approve the merger proposal. Assuming a quorum is present, the affirmative vote of a majority of the votes present in person or represented by proxy and cast at the Nationstar special meeting is required to approve, on a non-binding, advisory basis, the merger-related compensation proposal and to approve the Nationstar adjournment proposal. Nationstar will transact no other business at the special meeting, except for business properly brought before the special meeting or any adjournment or postponement thereof.

Nationstar stockholders must approve the merger proposal in order for the merger with Wand Merger Corporation to occur after which Nationstar will be a wholly owned subsidiary of WMIH. As a result of the voting agreement entered into between WMIH and FIF HE Holdings LLC, the shares subject to the voting agreement are sufficient to satisfy the majority approval requirement to approve the merger and the other transactions contemplated by the merger agreement, and the merger agreement is therefore expected to be adopted by the holders of Nationstar common stock. The merger proposal is not conditioned on the merger-related compensation proposal. The joint proxy statement/prospectus accompanying this notice explains the merger agreement and the transactions contemplated thereby, as well as the proposals to be considered at the Nationstar special meeting. Please review the joint proxy statement/prospectus carefully.

The Nationstar board of directors has set May 21, 2018 as the record date for the Nationstar special meeting. Only holders of record of Nationstar common stock at the close of business on May 21, 2018 will be entitled to notice of and to vote at the Nationstar special meeting and any adjournments or postponements thereof. Any stockholder entitled to attend and vote at the Nationstar special meeting is entitled to appoint a proxy to attend and vote on such stockholder s behalf. Such proxy need not be a holder of Nationstar common stock.

**YOUR VOTE IS VERY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES OF NATIONSTAR COMMON STOCK YOU OWN. Whether or not you plan to attend the Nationstar special meeting, please complete, sign, date and mail the enclosed proxy card in the postage-paid envelope provided at your earliest convenience. If you hold your shares through a broker, bank or other nominee, you should direct the vote of your shares in accordance with the voting instruction form received from your broker, bank or other nominee.**

**The Nationstar board of directors, following the unanimous recommendation of a special committee of the Nationstar board of directors, has unanimously approved the merger agreement and the transactions contemplated thereby and recommends that you vote FOR the merger proposal, FOR the merger-related compensation proposal and FOR the Nationstar adjournment proposal (if necessary or appropriate).**

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**If you have any questions or need assistance with voting, please contact Nationstar's proxy solicitor, Alliance Advisors LLC, toll-free at (833) 786-6492.**

If you plan to attend the Nationstar special meeting in person, please RSVP by marking the appropriate box on the proxy card, or via email to [secretary@nationstarmail.com](mailto:secretary@nationstarmail.com) with RSVP as the subject line. Also, if you are a registered stockholder and will be attending the meeting in person, please bring valid photo identification. Stockholders that hold their shares in street name are required to bring valid photo identification and proof of stock ownership in order to attend the meeting, and a legal proxy from their broker, bank or other nominee to vote their shares.

BY ORDER OF THE BOARD OF DIRECTORS

Elizabeth K. Giddens

Senior Vice President, Deputy General Counsel and

Corporate Secretary

Dallas, Texas

May [ ], 2018

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**QUESTIONS AND ANSWERS ABOUT THE STOCKHOLDER MEETINGS**

*The following are answers to certain questions that you may have regarding the merger and the stockholder meetings. We urge you to read carefully the remainder of this joint proxy statement/prospectus because the information in this section may not provide all the information that might be important to you in determining how to vote. Additional important information is also contained in the appendices to, and the documents incorporated by reference in, this joint proxy statement/prospectus.*

**Q: WHAT IS THE MERGER?**

A: WMIH Corp., a Delaware corporation (which we refer to as "WMIH"), Wand Merger Corporation, a wholly owned subsidiary of WMIH, and Nationstar Mortgage Holdings Inc., a Delaware corporation (which we refer to as "Nationstar"), have entered into an Agreement and Plan of Merger, dated as of February 12, 2018, as it may be amended from time to time (which we refer to as the "merger agreement"), pursuant to which Nationstar will merge with and into Wand Merger Corporation, with Nationstar surviving the merger as a wholly owned subsidiary of WMIH (which we refer to as the "merger").

WMIH and Nationstar will hold separate meetings of their stockholders to, among other things, obtain the required approvals, and you are receiving this joint proxy statement/prospectus in connection with those meetings. See *The Merger Agreement* beginning on page 159. In addition, a copy of the merger agreement is attached to this joint proxy statement/prospectus as Appendix A. We urge you to read carefully this joint proxy statement/prospectus and the merger agreement in their entirety.

**Q: WHY AM I RECEIVING THIS DOCUMENT?**

A: Each of WMIH and Nationstar is sending this joint proxy statement/prospectus to its respective stockholders to help them decide how to vote their shares of WMIH stock or shares of Nationstar common stock, as the case may be, with respect to the matters to be considered at the stockholder meetings.

The merger cannot be completed unless WMIH's stockholders approve the issuance of WMIH common stock to be issued as a portion of the merger consideration (which we refer to as the "stock issuance") for the merger and Nationstar's stockholders adopt the merger agreement. Information about these meetings, the merger and the other business to be considered by stockholders at each of the stockholder meetings is contained in this joint proxy statement/prospectus.

This document constitutes both a joint proxy statement of WMIH and Nationstar and a prospectus of WMIH. It is a joint proxy statement because each of the boards of directors of WMIH and Nationstar is soliciting proxies using this joint proxy statement/prospectus from its respective stockholders. It is a prospectus because WMIH, in connection with the merger, is offering shares of WMIH common stock in partial exchange for the outstanding shares of Nationstar common stock.

**Q: WHAT WILL NATIONSTAR STOCKHOLDERS RECEIVE IN THE MERGER?**

- A: If the merger is completed, each share of Nationstar common stock issued and outstanding immediately prior to the effective time of the merger (other than shares held by WMIH or Nationstar and shares held by any holder of Nationstar common stock who is entitled to demand and properly demands appraisal of such shares under Delaware law) will convert into the right to receive, at the election of the holder of such share, subject to proration and adjustment, either (i) cash consideration, which consists of \$18.00 in cash or (ii) stock consideration, which consists of 12.7793 shares of WMIH common stock (we refer to such number of shares as the exchange ratio). Holders of Nationstar common stock who do not make a valid and timely election will be deemed to have made a stock election. WMIH will not issue any fractional shares of WMIH common stock in the merger. Instead, a Nationstar stockholder who otherwise would have received a fraction of a share of WMIH common stock will receive an amount in cash (rounded down to the nearest cent) determined by multiplying the aggregate of all fractional shares of WMIH common stock to which the holder would otherwise be entitled by the volume weighted average price of a share of WMIH common stock on the Nasdaq Capital Market tier of The NASDAQ Stock Market LLC (which we refer to

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collectively as the NASDAQ ), as reported on Bloomberg, for the ten consecutive trading days ending on the second full trading day prior to the effective time of the merger. The shares of WMIH common stock to be issued and cash payable in the merger, including cash paid in lieu of the issuance of fractional shares of WMIH common stock, are referred to collectively as the merger consideration .

**Q: WHEN WILL THE MERGER BE COMPLETED?**

A: The parties currently expect that the merger will be completed during the second half of 2018. However, neither WMIH nor Nationstar can assure you of when or if the merger will be completed, and it is possible that factors outside of the control of both companies, including whether and when the required regulatory approvals will be received, could result in the merger being completed at a different time or not at all. WMIH must first obtain the approval of WMIH stockholders for the stock issuance and Nationstar must first obtain the approval of Nationstar stockholders for the merger, and WMIH and Nationstar must also first obtain certain necessary regulatory approvals and satisfy other closing conditions. See *The Merger Agreement Conditions to the Merger* beginning on page 178.

**Q: WHAT AM I BEING ASKED TO VOTE ON AND WHY IS THIS APPROVAL NECESSARY?**

A: Nationstar stockholders are being asked to vote on the following proposals:

1. to adopt the merger agreement, a copy of which is attached as Appendix A to this joint proxy statement/prospectus (which we refer to as the merger proposal );
2. to approve, on a non-binding, advisory basis, the compensation to be paid to Nationstar s named executive officers that is based on or otherwise relates to the merger, discussed under the section entitled *The Merger Merger-Related Compensation for Nationstar s Named Executive Officers* beginning on page 153 (which we refer to as the merger-related compensation proposal ); and
3. to approve one or more adjournments of the Nationstar special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger proposal (which we refer to as the Nationstar adjournment proposal ).

WMIH stockholders are being asked to vote on the following proposals:

1. To approve the issuance of 416,300,000 shares of WMIH common stock (which we refer to as the stock issuance ) to be issued as a portion of the merger consideration pursuant to the merger agreement and of 21,197,619 shares of WMIH common stock in exchange for WMIH warrants (which we refer to as the stock issuance proposal );

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2. to elect a board of directors consisting of seven members, each to serve until the earliest of the next annual meeting of WMIH stockholders, his or her resignation or removal or his or her successor is duly elected and qualified or appointed (which we refer to as the director election );
3. to ratify the appointment of BPM LLP as WMIH s independent registered public accounting firm for the fiscal year ending December 31, 2018 (which we refer to as the accountant ratification proposal );
4. to approve, on an advisory basis, the compensation of WMIH s named executive officers (which we refer to as the advisory compensation proposal );
5. to approve one or more adjournments of the WMIH annual meeting, if necessary or appropriate, to permit further solicitation of proxies in favor of the stock issuance proposal (which we refer to as the WMIH adjournment proposal ); and
6. to transact such other business as may properly come before the meeting or any adjournments or postponements thereof.



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**Q: WHAT CONSTITUTES A QUORUM AT EACH STOCKHOLDER MEETING?**

A: The presence, in person or represented by proxy, of at least a majority of the total number of outstanding shares of Nationstar common stock entitled to vote is necessary in order to constitute a quorum at the Nationstar special meeting.

The presence, in person or represented by proxy, of at least a majority in voting power of the outstanding shares of WMIH common stock, WMIH Series A Preferred Stock (which we refer to as WMIH Series A preferred stock ) and WMIH 5.00% Series B Convertible Preferred Stock (which we refer to as WMIH Series B preferred stock ; we refer to WMIH Series A preferred stock with WMIH Series B preferred stock, collectively, as WMIH preferred stock ; and we refer to WMIH common stock and WMIH preferred stock, collectively, as WMIH stock ), voting together as a single class, entitled to vote at the meeting is necessary in order to constitute a quorum at the WMIH annual meeting. For a description of voting rights of the WMIH Series A preferred stock and the WMIH Series B preferred stock, see *Description of WMIH Capital Stock WMIH Series A Preferred Stock* and *Description of WMIH Capital Stock WMIH Series B Preferred Stock Voting Rights* beginning on page 225 and page 226, respectively, of this joint proxy statement/prospectus.

**Q: WHAT VOTE IS REQUIRED TO APPROVE EACH PROPOSAL AT THE NATIONSTAR SPECIAL MEETING?**

A: *The Merger Proposal:* The affirmative vote of a majority of the outstanding shares of Nationstar common stock entitled to vote thereon is required to approve the merger proposal. Nationstar stockholders must approve the merger proposal in order for the merger to occur. If Nationstar stockholders fail to approve the merger proposal, the merger will not occur. As further discussed in the section entitled *Other Agreements KKR and Fortress Voting Agreements* beginning on page 182 of this joint proxy statement/prospectus, Fortress has entered into a voting agreement with WMIH (which we refer to as the Fortress voting agreement ) pursuant to which Fortress has agreed to vote shares representing approximately 69% of the aggregate voting power of the Nationstar common stock as of the date of this joint proxy statement/prospectus in favor of the adoption of the merger agreement. The shares subject to the Fortress voting agreement are sufficient to satisfy the majority approval requirement to approve the merger and the other transactions contemplated by the merger agreement.

*The Merger-Related Compensation Proposal:* Assuming a quorum is present, the affirmative vote of a majority of votes present in person or represented by proxy and cast on the merger related compensation proposal at the Nationstar special meeting is required to approve the merger-related compensation proposal, which is an advisory vote, and therefore is not binding on Nationstar or on WMIH or the boards of directors or the compensation committees of Nationstar or WMIH. Since compensation and benefits to be paid or provided in connection with the merger are based on contractual arrangements with the named executive officers, the outcome of this advisory vote will not affect the obligation to make these payments. Nationstar is seeking this non-binding advisory stockholder approval pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and Rule 14a-21(c) of the Securities Exchange Act of 1934, as amended (which we refer to as the Exchange Act ), which requires Nationstar to provide its stockholders with the opportunity to vote to approve, on a non-binding, advisory basis, the compensation that may be paid or become payable to Nationstar's named executive officers in connection with the merger. The merger-related compensation proposal gives Nationstar's stockholders the opportunity to express their views on the merger-related compensation of Nationstar's named executive officers. Nationstar stockholders are not required to approve the merger-related compensation proposal in order for the merger to occur. If Nationstar stockholders fail to approve the merger-related compensation proposal, but approve the merger proposal, the merger

may nonetheless occur.

*The Nationstar Adjournment Proposal:* Assuming a quorum is present, the affirmative vote of a majority of the votes present in person or represented by proxy and cast on the Nationstar adjournment proposal at the Nationstar special meeting is required to approve the Nationstar adjournment proposal.

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**Q: DO ANY OF NATIONSTAR S DIRECTORS OR OFFICERS HAVE INTERESTS IN THE MERGER THAT MAY DIFFER FROM OR BE IN ADDITION TO THE INTERESTS OF NATIONSTAR STOCKHOLDERS?**

A: Nationstar s executive officers and certain non-employee directors may have interests in the merger that may be different from, or in addition to, the interests of Nationstar stockholders generally. The Nationstar board of directors was aware of and considered these interests to the extent such interests existed at the time, among other matters, in approving the merger agreement and in recommending that the merger agreement be approved by the stockholders of Nationstar. See *The Merger The Merger Interests of Nationstar Directors and Executive Officers and Fortress in the Merger* beginning on page 149 of this joint proxy statement/prospectus.

**Q: I AM AN EMPLOYEE OF NATIONSTAR WHO HOLDS NATIONSTAR EQUITY AWARDS GRANTED UNDER THE NATIONSTAR MORTGAGE HOLDINGS INC. SECOND AMENDED AND RESTATED 2012 INCENTIVE COMPENSATION PLAN. HOW WILL MY NATIONSTAR EQUITY AWARDS BE TREATED IN THE MERGER?**

A: As described in more detail in *The Merger Agreement Treatment of Nationstar Equity Awards* beginning on page 163 of this joint proxy statement/prospectus, immediately prior to the effective time and subject to certain exceptions:

each outstanding share of Nationstar restricted stock will automatically vest in full and be converted into the right to receive the merger consideration, as elected by the holder thereof in accordance with the procedures set out in the merger agreement; and

each outstanding Nationstar restricted stock unit (which we refer to as a Nationstar RSU ), whether vested or unvested, will automatically vest in full, be assumed by WMIH and convert into a WMIH restricted stock unit entitling the holder thereof to receive upon settlement the merger consideration, as elected by the holder of the Nationstar RSU award in accordance with the procedures set out in the merger agreement, based on the number of shares of Nationstar common stock underlying or represented by the number of Nationstar RSU awards as of immediately prior to the effective time, with such payment of the applicable merger consideration as soon as practicable but no later than three business days after the effective time subject to compliance with Section 409A of the Internal Revenue Code of 1986, as amended (which we refer to as the Code ), to prevent the triggering of any tax or penalty thereunder.

**Q: WHAT VOTE IS REQUIRED TO APPROVE EACH PROPOSAL AT THE WMIH ANNUAL MEETING?**

A: *The Stock Issuance Proposal*: Assuming a quorum is present, the affirmative vote of the holders of at least a majority in voting power of the outstanding WMIH stock entitled to vote on the stock issuance proposal and who are present in person or represented by proxy at the WMIH annual meeting is required to approve the WMIH

stock issuance proposal. WMIH stockholders must approve the stock issuance proposal in order for the merger to occur. If WMIH stockholders fail to approve the stock issuance proposal, the merger will not occur.

*The Director Election Proposal:* The seven nominees for the WMIH board of directors receiving the highest number of affirmative votes cast at the WMIH annual meeting, in person or by proxy, will be elected as directors. Election of WMIH's board of directors is by a plurality of votes. WMIH stockholders are not required to elect the director nominees selected by the WMIH board of directors in order for the merger to occur. If WMIH stockholders fail to elect such director nominees, but approve the stock issuance proposal, the merger may nonetheless occur.

*The Accountant Ratification Proposal:* Assuming a quorum is present, the affirmative vote of the holders of at least a majority in voting power of the outstanding WMIH stock entitled to vote on the accountant

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ratification proposal and who are present in person or represented by proxy at the WMIH annual meeting is required to approve the accountant ratification proposal. WMIH stockholders are not required to approve the accountant ratification proposal in order for the merger to occur. If WMIH stockholders fail to approve the accountant ratification proposal, but approve the stock issuance proposal, the merger may nonetheless occur.

*The Advisory Compensation Proposal:* Assuming a quorum is present, the affirmative vote of the holders of at least a majority in voting power of the outstanding WMIH stock entitled to vote on the advisory compensation proposal and who are present in person or represented by proxy at the WMIH annual meeting is required to approve the advisory compensation proposal. WMIH stockholders are not required to approve the advisory compensation proposal in order for the merger to occur. If WMIH stockholders fail to approve the advisory compensation proposal, but approve the stock issuance proposal, the merger may nonetheless occur.

*The WMIH Adjournment Proposal:* Assuming a quorum is present, the affirmative vote of the holders of at least a majority in voting power of the outstanding WMIH stock entitled to vote on the adjournment proposal who are present in person or represented by proxy at the WMIH annual meeting is required to approve the WMIH adjournment proposal.

**Q: DO ANY OF WMIH S DIRECTORS OR OFFICERS HAVE INTERESTS IN THE MERGER THAT MAY DIFFER FROM OR BE IN ADDITION TO THE INTERESTS OF WMIH STOCKHOLDERS?**

A: WMIH s executive officers and certain non-employee directors may have interests in the merger that may be different from, or in addition to, the interests of WMIH stockholders generally. The WMIH board of directors was aware of and considered these interests to the extent such interests existed at the time, among other matters, in approving the merger agreement and in recommending that the merger agreement be approved by the stockholders of WMIH. See *The Merger The Merger Interests of WMIH Directors and Executive Officers and the KKR Entities in the Merger* beginning on page 146 of this joint proxy statement/prospectus.

**Q: WHAT DO I NEED TO DO NOW?**

A: After carefully reading and considering the information contained in this joint proxy statement/prospectus, please vote your shares as soon as possible so that your shares will be represented at your respective company s stockholder meeting. Please follow the instructions set forth on the proxy card or on the voting instruction form provided by your broker, bank or other nominee if your shares are held in the name of your broker, bank or other nominee.

**Q: HOW DO I VOTE?**

A: If you are a stockholder of record of WMIH as of May 21, 2018 (which we refer to as the record date ) you may submit your proxy before the WMIH annual meeting in any of the following ways:

use the toll-free number shown on your proxy card;

visit the website shown on your proxy card to vote via the Internet; or

complete, sign, date and return the enclosed proxy card in the enclosed postage-paid envelope.

If you are a stockholder of record of Nationstar as of the record date, you may submit your proxy before the Nationstar special meeting by completing, signing, dating and returning the enclosed proxy card in the enclosed postage-paid envelope.

If you are a stockholder of record of WMIH as of the record date or a stockholder of record of Nationstar as of the record date, you may also cast your vote in person at your respective company's stockholder meeting.

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If your shares are held in street name through a broker, bank or other nominee, your broker, bank or other nominee will send you separate instructions describing the procedure for voting your shares. Street name stockholders who wish to vote at the applicable company's stockholder meeting will need to obtain a proxy form from their broker, bank or other nominee.

**Q: WHEN AND WHERE ARE THE WMIH AND NATIONSTAR MEETINGS?**

A: The annual meeting of WMIH stockholders will be held on June 29, 2018, at 3:00 p.m. local time, at the offices of Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036. All WMIH stockholders as of the record date, or their duly appointed proxies, may attend the WMIH annual meeting. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. Registration and seating will begin at 2:00 p.m. local time.

The special meeting of Nationstar stockholders will be held on June 29, 2018, at 2:00 p.m. local time, at Nationstar's offices, 8950 Cypress Waters Boulevard, Coppell, TX 75019. All Nationstar stockholders as of the record date, or their duly appointed proxies, may attend the Nationstar special meeting. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. Registration and seating will begin at 1:00 p.m. local time.

**Q: IF MY SHARES ARE HELD IN STREET NAME BY A BROKER, BANK OR OTHER NOMINEE, WILL MY BROKER, BANK OR OTHER NOMINEE VOTE MY SHARES FOR ME?**

A: If your shares are held in street name in a stock brokerage account or by a broker, bank or other nominee, you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by your broker, bank or other nominee. Please note that you may not vote shares held in street name by returning a proxy card directly to WMIH or Nationstar, as applicable, or by voting in person at your respective company's special meeting unless you provide a legal proxy, which you must obtain from your broker, bank or other nominee. In addition to such legal proxy, if you plan to attend the Nationstar special meeting, but are not a stockholder of record because you hold your shares in street name, please bring evidence of your beneficial ownership of your shares (e.g., a copy of a recent brokerage statement showing the shares) and valid photo identification with you to the Nationstar special meeting. If you plan to attend the WMIH annual meeting and you hold shares in street name, please bring photo identification and a recent brokerage statement or a letter from your broker, bank or other nominee showing your holdings of shares of WMIH stock as proof of ownership.

Under the rules of the NYSE and the NASDAQ, brokers who hold shares in street name for a beneficial owner of those shares typically have the authority to vote in their discretion on routine proposals when they have not received instructions from beneficial owners. However, brokers are not permitted to exercise their voting discretion with respect to the approval of matters that the NYSE or the NASDAQ determines to be non-routine without specific instructions from the beneficial owner. It is expected that all proposals to be voted on at the WMIH annual meeting other than the accountant ratification proposal and all proposals to be voted on at the Nationstar special meeting are non-routine matters. Broker non-votes occur when a broker or nominee is not instructed by the beneficial owner of shares to vote on a non-routine proposal for which the broker does not have discretionary voting power. Accordingly, broker non-votes could occur at the WMIH annual meeting on all proposals other than the accountant ratification proposal. Because all the matters to be voted upon at the Nationstar special meeting are non-routine matters, broker

non-votes could occur on any of the proposals at the Nationstar special meeting.

If you are a Nationstar stockholder holding your shares in street name and you do not instruct your broker, bank or other nominee on how to vote your shares:

your broker, bank or other nominee will not vote your shares on the merger proposal, which broker non-votes will have the same effect as a vote **AGAINST** such proposal; and



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your broker, bank or other nominee will not vote your shares on the merger-related compensation proposal or the Nationstar adjournment proposal, which broker non-votes will have no effect on the vote count for such proposal.

If you are a WMIH stockholder holding your shares in street name and you do not instruct your broker, bank or other nominee on how to vote your shares:

your broker, bank or other nominee will not vote your shares on the stock issuance proposal, the advisory compensation proposal or the WMIH adjournment proposal, which broker non-votes will have no effect on the vote count for such proposals;

your broker, bank or other nominee will not vote your shares in the director election, which broker non-votes will have no effect on the vote count in the director election; and

your broker, bank or other nominee may vote your shares on the accountant ratification proposal.

**Q: WHAT IF I ATTEND THE MEETING AND ABSTAIN OR DO NOT VOTE?**

A: If you are a Nationstar stockholder, you attend your special meeting in person and you fail to vote on the merger proposal, your failure to vote will have the same effect as a vote **AGAINST** the merger proposal. If you respond with an abstain vote on the applicable merger proposal, your proxy will have the same effect as a vote **AGAINST** the applicable merger proposal.

If you are a Nationstar stockholder, you attend your special meeting in person and you fail to vote or respond with an abstain vote on the merger-related compensation proposal or the Nationstar adjournment proposal, such abstention or failure to vote will have no effect on the outcome of such proposals. For each of these proposals, abstentions are not treated as votes cast and will have no effect on the outcome of the vote, although abstentions are counted towards establishing a quorum.

If you are a WMIH stockholder, you attend your annual meeting in person and you fail to vote on the stock issuance proposal, the advisory compensation proposal, the accountant ratification proposal or the WMIH adjournment proposal, your failure to vote in each case will have the same effect as a vote **AGAINST** such proposal. If you respond to the stock issuance proposal, the advisory compensation proposal, the accountant ratification proposal or the WMIH adjournment proposal with an abstain vote, your proxy will have the same effect as a vote **AGAINST** each such proposal. If you fail to vote or respond with a withhold vote in the director election, such abstention or failure to vote will have no effect on the outcome on the director election because directors are elected by a plurality of the votes cast.

**Q: WHAT WILL HAPPEN IF I RETURN MY PROXY CARD WITHOUT INDICATING HOW TO VOTE?**

If you sign and return your proxy card without indicating how to vote on any particular proposal, the WMIH stock represented by your proxy will be voted as recommended by the WMIH board of directors with respect to that proposal or the Nationstar common stock represented by your proxy will be voted as recommended by the Nationstar

board of directors with respect to that proposal, as the case may be.

**Q: MAY I CHANGE MY VOTE AFTER I HAVE DELIVERED MY PROXY OR VOTING INSTRUCTION CARD?**

Yes. You may change your vote at any time before your proxy is voted at the WMIH annual meeting or Nationstar special meeting. You may do this in one of three ways:

filing a notice with the corporate secretary of WMIH or Nationstar, as applicable;

mailing a new, subsequently dated proxy card; or

by attending the WMIH annual meeting or Nationstar special meeting and electing to vote your shares in person.

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If you are a stockholder of record of either WMIH or Nationstar and you choose to send a written notice or to mail a new proxy, you must submit your notice of revocation or your new proxy to, in the case of WMIH, WMIH, Attention: Secretary, 800 Fifth Avenue, Suite 4100, Seattle, Washington 98104, or, in the case of Nationstar, Nationstar Mortgage Holdings Inc., Attention: Corporate Secretary, 8950 Cypress Waters Blvd, Coppell, Texas 75019, and it must be received at any time before the vote is taken at the WMIH or the Nationstar special meeting, as applicable. Any proxy that you submitted may also be revoked by submitting a new proxy by mail, or online or by telephone in the case of WMIH stockholders, not later than 11:59 p.m. Eastern Time on June 28, 2018, or by voting in person at the meeting. If you have instructed a broker, bank or other nominee to vote your shares of WMIH stock or shares of Nationstar common stock, as applicable, you must follow the directions you receive from your broker, bank or other nominee in order to change or revoke your vote.

**Q: HOW DO I MAKE AN ELECTION FOR THE TYPE OF MERGER CONSIDERATION THAT I PREFER TO RECEIVE?**

A: All holders of record of Nationstar common stock at 5:00 p.m., New York City time, on the date that is three business days preceding the closing date (the election deadline ) will be entitled to make an election as to the type of merger consideration that they prefer to receive. Each holder of record of Nationstar common stock as of the close of business on the record date will be mailed a form of election ( form of election ) and we will use reasonable efforts to make a form of election available to all holders of record as of the election deadline. These materials will be mailed not less than 20 business days prior to the election deadline. Each Nationstar stockholder of record as of the election deadline should specify in the form of election (1) the number of shares of Nationstar common stock that such stockholder elects to have exchanged for the cash consideration and (2) the number of shares of Nationstar common stock that such stockholder elects to have exchanged for the stock consideration. Any Nationstar stockholder who does not make a valid and timely election will be deemed to have made a stock election. The consideration to be paid to Nationstar stockholders electing to receive only cash consideration or stock consideration is subject, pursuant to the terms of the merger agreement, to automatic adjustment, as applicable, to ensure that the total amount of cash paid (excluding cash paid in lieu of fractional shares) equals exactly \$1,225,885,248.00. No fractional shares of WMIH common stock will be issued in the merger, and Nationstar stockholders will receive cash in lieu of any fractional shares of WMIH common stock. An election will have been properly made only if the exchange agent has received from the holder of record at the election deadline a properly completed form of election at its designated office by the election deadline.

**Q: WILL I RECEIVE THE FORM OF MERGER CONSIDERATION THAT I REQUEST ON THE FORM OF ELECTION?**

A: Not necessarily. The aggregate amount of cash to be paid to Nationstar stockholders pursuant to the merger agreement is fixed. If there is an oversubscription of the aggregate amount of cash available to be paid by WMIH to Nationstar stockholders as merger consideration due to the elections of Nationstar stockholders, the aggregate amount of cash payable by WMIH in the merger will not be increased. Similarly, if there is an oversubscription of the aggregate number of shares of WMIH common stock available to be issued by WMIH to Nationstar stockholders as merger consideration due to the elections of Nationstar stockholders (or failure to make an election), the aggregate number of shares of WMIH common stock to be issued by WMIH in the merger will not be increased. Rather, in either such case, the exchange agent will allocate between cash and shares of WMIH

common stock in the manner described in *The Merger Agreement Merger Consideration Cash Consideration* and *The Merger Agreement Merger Consideration Stock Consideration* to ensure that the total amount of cash paid equals exactly \$1,225,885,248.00.

Accordingly, there is no assurance that a Nationstar stockholder that has made a valid election to receive solely cash consideration or solely stock consideration will receive the form of consideration elected with respect to the shares of Nationstar common stock held by such stockholder.

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For detailed illustrations of the potential proration and adjustment of the merger consideration for those stockholders electing to receive solely cash consideration or solely stock consideration for their shares of Nationstar common stock, see *The Merger Agreement Allocation of Merger Consideration and Illustrative Elections and Calculations* .

**Q: WHAT IS THE DEADLINE FOR MAKING AN ELECTION?**

A: Your election, to be properly made, must be received by Computershare Trust Company, N.A., the exchange agent for the merger, which we refer to as the exchange agent , at its designated office by the election deadline, which is 5:00 p.m. New York City time on the date that is three business days preceding the closing date of the merger. WMIH and Nationstar will publicly announce the anticipated election deadline at least eight business days before the anticipated closing date of the merger.

**Q: WHAT HAPPENS IF I DO NOT SEND A FORM OF ELECTION OR IT IS NOT RECEIVED BY THE ELECTION DEADLINE?**

A: If the exchange agent does not receive a properly completed form of election from you at or prior to the election deadline, then you will be deemed to have elected to receive stock consideration with respect to your shares of Nationstar common stock. You bear the risk of delivery of the form of election to the exchange agent.

**Q: CAN I CHANGE MY ELECTION AFTER THE FORM OF ELECTION HAS BEEN SUBMITTED?**

A: Yes. You may revoke your election at or prior to the election deadline by submitting a written notice of revocation to the exchange agent. Revocations must specify the name in which your shares are registered on the share transfer books of Nationstar and any other information that the exchange agent may request. If you wish to submit a new election, you must do so in accordance with the election procedures described in this joint proxy statement/prospectus and the form of election. If you instructed a bank, broker, trust or other nominee holder to submit an election for your shares, you must follow directions from your bank, broker, trust or other nominee for changing those instructions. The notice of revocation must be received by the exchange agent at or prior to the election deadline in order for the revocation to be valid.

**Q: MAY I TRANSFER SHARES OF NATIONSTAR COMMON STOCK AFTER MAKING AN ELECTION?**

A: Yes, a holder of record as of the election deadline may transfer its common stock, but only if you revoke your election or the merger agreement is terminated. Once a holder of record as of the election deadline properly makes an election with respect to any shares of Nationstar common stock, you will be unable to sell or otherwise transfer those shares, unless you properly revoke your election or the merger agreement is terminated.

**Q: ARE NATIONSTAR STOCKHOLDERS ENTITLED TO APPRAISAL RIGHTS?**

A: Yes, Nationstar stockholders are entitled to appraisal rights under Section 262 of the General Corporation Law of the State of Delaware (which we refer to as the DGCL ), provided they satisfy the special criteria and conditions set forth in Section 262 of the DGCL. More information regarding these appraisal rights is provided in this joint proxy statement/prospectus, and the provisions of the DGCL that grant appraisal rights and govern such procedures are attached as Appendix E to this joint proxy statement/prospectus. You should read these provisions carefully and in their entirety. See *Appraisal Rights* beginning on page 236.

**Q: WHAT ARE THE MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER TO NATIONSTAR STOCKHOLDERS?**

A: The receipt of cash and/or WMIH common stock in exchange for shares of Nationstar common stock pursuant to the merger will generally be a taxable transaction for United States federal income tax purposes.

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A Nationstar stockholder that is a U.S. holder (as such term is defined in *Material United States Federal Income Tax Consequences of the Merger* ) will generally recognize capital gain or loss equal to the difference, if any, between (1) the sum of the amount of cash (including any cash received in lieu of fractional shares of WMIH common stock received in the merger) and the fair market value of WMIH common stock received and (2) such Nationstar stockholder's adjusted tax basis in its shares of Nationstar common stock exchanged. Under certain circumstances, WMIH may be required to withhold a portion of your merger consideration under applicable tax laws.

For a more detailed discussion of the material United States federal income tax consequences of the transaction, see *Material United States Federal Income Tax Consequences of the Merger* beginning on page 190.

The consequences of the merger to any particular stockholder will depend on that stockholder's particular facts and circumstances. Accordingly, you are urged to consult your tax advisor to determine your tax consequences from the merger, including the applicability and effect of United States federal, state, local and non-United States income and other tax laws in light of your particular circumstances.

### **Q: WHAT HAPPENS IF THE MERGER IS NOT COMPLETED?**

A: If the merger is not completed, Nationstar stockholders will not receive any consideration for their shares of Nationstar common stock. Instead, Nationstar will remain an independent public company and its common stock will continue to be listed and traded on the NYSE. Under specified circumstances, either WMIH or Nationstar will be required to pay to Nationstar or WMIH, respectively, a fee with respect to the termination of the merger agreement. See *The Merger Agreement Termination; Termination Fees* and *Risk Factors* beginning on page 179 and page 33, respectively.

### **Q: SHOULD NATIONSTAR STOCKHOLDERS SEND IN THEIR STOCK CERTIFICATES NOW?**

A: No. Nationstar stockholders **SHOULD NOT** send in any stock certificates now. If the merger is approved, transmittal materials, with instructions for their completion, will be provided under separate cover to Nationstar stockholders who hold physical stock certificates and the stock certificates should be sent at that time in accordance with such instructions.

### **Q: WHOM SHOULD I CONTACT IF I HAVE ANY QUESTIONS ABOUT THE PROXY MATERIALS OR VOTING?**

A: If you have any questions about the proxy materials or if you need assistance submitting your proxy or voting your shares or need additional copies of this joint proxy statement/prospectus or the enclosed proxy card, you should contact the proxy solicitation agent for the company in which you hold shares.

If you are a WMIH stockholder, you should contact MacKenzie Partners, Inc., the proxy solicitation agent for WMIH, toll-free at (800) 322-2885. If you are a Nationstar stockholder, you should contact Alliance Advisors LLC, the proxy solicitation agent for Nationstar, toll-free at (833) 786-6492.





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**Table of Contents****SUMMARY**

*This summary highlights selected information included in this joint proxy statement/prospectus and does not contain all of the information that may be important to you. You should read this entire document and its appendices and the other documents to which we refer before you decide how to vote. In addition, we incorporate by reference important business and financial information about Nationstar and WMIH into this joint proxy statement/prospectus. See*

*Where You Can Find More Information* in the forepart of this joint proxy statement/prospectus and *Incorporation of Certain Documents by Reference* beginning on page 240. Each item in this summary includes a page reference directing you to a more complete description of that item.

**The Merger and the Merger Agreement (page 159)**

The terms and conditions of the merger are contained in the merger agreement, which is attached as Appendix A to this joint proxy statement/prospectus. We encourage you to read the merger agreement carefully, as it is the legal document that governs the merger.

If the merger agreement is approved and the merger is subsequently completed, Nationstar will merge with and into Wand Merger Corporation, a wholly owned subsidiary of WMIH, with Nationstar surviving the merger as a wholly owned subsidiary of WMIH. As described in greater detail below under **Merger Consideration**, as consideration for the merger, Nationstar stockholders will receive in the aggregate exactly \$1,225,885,248.00 in cash (excluding cash paid in lieu of fractional shares) and approximately 416 million shares of WMIH common stock. Based on the number of issued and outstanding shares of WMIH common stock and Nationstar common stock on May 21, 2018, and based on the exchange ratio of 12.7793, after giving effect to the merger (and the mandatory conversion of WMIH Series B preferred stock into WMIH common stock described in the following paragraph), (i) stockholders of Nationstar, as a group, will receive shares in the merger constituting approximately 35% of WMIH common stock expected to be outstanding immediately after the merger (without giving effect to any shares of WMIH common stock held by Nationstar stockholders prior to the merger) and (ii) stockholders of WMIH (including holders of WMIH Series B preferred stock who will receive shares of WMIH common stock upon mandatory conversion of their WMIH Series B preferred stock as described in the next paragraph) will hold approximately 65% of WMIH common stock expected to be outstanding immediately after the merger (without giving effect to any shares of Nationstar common stock held by WMIH stockholders prior to the merger), of which approximately 27% will be held by the KKR Entities (reflecting approximately 17% of WMIH common stock). The percentage of WMIH common stock that Fortress will hold immediately after the merger is subject to the elections it makes for its shares of Nationstar common stock (Fortress is required to make a cash election for at least 50% of its shares), the elections the other Nationstar stockholders make for their shares of Nationstar common stock and the effect of the proration and adjustment provisions in the merger agreement. As a result and as further described in the following sentences, assuming Fortress does not sell any of its shares of Nationstar common stock after the Nationstar special meeting as permitted under the Fortress voting agreement, Fortress could hold between none and approximately 35% of WMIH common stock expected to be outstanding immediately after the merger. If Fortress makes a stock election for the other 50% of its shares and all other Nationstar stockholders make a cash election for their shares, Fortress would hold approximately 35% of WMIH common stock expected to be outstanding immediately after the merger. If Fortress makes a cash election for the other 50% of its shares and all other Nationstar stockholders make a stock election for their shares, Fortress would hold none of the WMIH common stock expected to be outstanding immediately after the merger.

In accordance with, and subject to the provisions in, WMIH's amended and restated certificate of incorporation, after giving effect to the merger, holders of WMIH common stock will continue to hold their shares of WMIH common stock, holders of WMIH Series A preferred stock will continue to hold their shares of WMIH Series A preferred stock and holders of WMIH Series B preferred stock will have each share of their WMIH Series B preferred stock

mandatorily converted into approximately 740.74074 shares of WMIH common stock (calculated

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by dividing their liquidation preference of \$1,000 by the conversion price of \$1.35 per share of WMIH common stock), receive a special, one-time distribution of 19.04762 shares of WMIH common stock and receive any accrued and unpaid dividends payable in WMIH common stock.

As further described below under *Description of Debt Financing*, WMIH expects to incur debt financing for the merger, which is expected to increase the debt of the combined companies by approximately \$772 million. After giving effect to such additional financing, the interest expense of the combined companies is expected to increase by approximately \$64 million, which will negatively affect the liquidity of the combined companies and reduce the profitability of the combined companies.

**Merger Consideration (page 159)**

Each share of Nationstar common stock issued and outstanding immediately prior to the effective time of the merger (other than shares owned by WMIH or Nationstar (as treasury stock or otherwise) and any dissenting shares) will be converted into the right to receive, at the election of the holder of such share, subject to proration and adjustment, either (i) \$18.00 in cash or (ii) 12.7793 shares of WMIH common stock. Holders of Nationstar common stock who do not make a valid and timely election will be deemed to have made a stock election described in clause (ii) above.

The consideration to be paid to Nationstar stockholders electing to receive only cash consideration or stock consideration is subject, pursuant to the terms of the merger agreement, to automatic adjustment, as applicable, to ensure that the total amount of cash paid equals exactly \$1,225,885,248.00. Since the market price of WMIH common stock will fluctuate, the total value of the merger consideration may increase or decrease between the date of the merger agreement and the effective time of the merger. Accordingly, the value of the actual per share consideration to be paid to Nationstar stockholders cannot be determined until the effective time of the merger. No fractional shares of WMIH common stock will be issued in the merger, and Nationstar stockholders will receive cash in lieu of any fractional shares of WMIH common stock.

**Recommendation of the Nationstar Board of Directors (page 41)**

The Nationstar board of directors, following the unanimous recommendation of the Nationstar special committee, has unanimously determined that the merger, on the terms and conditions set forth in the merger agreement, is advisable and in the best interests of Nationstar and its stockholders and has directed that the merger agreement and the transactions contemplated thereby be submitted to Nationstar's stockholders for adoption at the Nationstar special meeting on the date and at the time and place set forth in this joint proxy statement/prospectus. The Nationstar board of directors unanimously recommends that Nationstar's stockholders vote **FOR** the merger proposal, **FOR** the merger-related compensation proposal and **FOR** the Nationstar adjournment proposal (if necessary or appropriate). See *The Merger Recommendation of the Nationstar Board of Directors and Reasons for the Merger* beginning on page 115.

**Recommendation of the WMIH Board of Directors (page 47)**

The WMIH board of directors has unanimously determined that the merger, on the terms and conditions set forth in the merger agreement, is advisable and in the best interests of WMIH and its stockholders and has directed that the stock issuance be submitted to its stockholders for approval at the WMIH annual meeting on the date and at the time and place set forth in this joint proxy statement/prospectus. The WMIH board of directors unanimously recommends that WMIH's stockholders vote **FOR** the stock issuance proposal, **FOR** each of the director nominees selected by the WMIH board of directors for the director election, **FOR** the accountant ratification proposal, **FOR** the advisory compensation proposal and **FOR** the WMIH adjournment proposal (if necessary or appropriate). See *The*

*Merger Recommendation of the WMIH Board of Directors and Reasons for the Merger* beginning on page 133.

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**Table of Contents****Opinions of Nationstar's Financial Advisors (page 118)***Opinion of the Financial Advisor to the Nationstar Board of Directors*

On February 11, 2018, Citigroup Global Markets Inc. (which we refer to as "Citi") rendered its oral opinion to the Nationstar board of directors, which was subsequently confirmed in writing by delivery of Citi's written opinion addressed to the Nationstar board of directors dated February 12, 2018 as to, as of such date, the fairness, from a financial point of view, to the holders of Nationstar common stock other than the Excluded Holders (as defined below) of the Minimum Average Per Share Consideration (as defined below) to be received by such holders after giving effect to the Mandatory Election (as defined below) in the merger pursuant to the merger agreement. For purposes of such opinions, the term "Minimum Average Per Share Consideration" was calculated assuming the Mandatory Election and no holders of Nationstar common stock elect to receive the cash election consideration with respect to additional shares of Nationstar common stock and means per share merger consideration consisting of (a) a number of shares of WMIH common stock equal to 48% of the stock election consideration and (b) 52% of the cash election consideration; the term "Excluded Holders" means Fortress and its affiliates, including without limitation Fortress Investment Group LLC (which we refer to as "FIG") and the investment funds and companies, including portfolio companies, affiliated or associated with FIG (collectively with Fortress and FIG, which we refer to as the "Fortress Group"); and the term "Mandatory Election" means the irrevocable commitment by certain of the Excluded Holders to elect to receive the cash election consideration with respect to 34,052,368 of their shares of Nationstar common stock. For purposes of Citi's analyses in connection with the rendering of its oral opinion to the Nationstar board of directors on February 11, 2018, with Nationstar's agreement, Citi assumed an exchange ratio of 12.658 shares of WMIH common stock per share of Nationstar common stock implied by information relating to the capitalization of Nationstar and WMIH. As a result of updated information following the delivery of its oral opinion and prior to the execution of the merger agreement, for purposes of its analyses in connection with the rendering of its written opinion to the Nationstar board of directors dated February 12, 2018, with Nationstar's agreement, Citi assumed that the exchange ratio was 12.7793 shares of WMIH common stock per share of Nationstar common stock. Citi has confirmed to Nationstar that had Citi been aware on February 11, 2018 that the stock election consideration would be 12.7793 shares of WMIH common stock per share of Nationstar common stock, it would still have been able to render the oral opinion to the Nationstar board of directors rendered on February 11, 2018.

**Citi's opinion was directed to the Nationstar board of directors (in its capacity as such) and was limited to the fairness, from a financial point of view, to the holders of Nationstar common stock other than the Excluded Holders of the Minimum Average Per Share Consideration to be received by such holders after giving effect to the Mandatory Election in the merger pursuant to the merger agreement in the manner provided in the opinion and did not address any other aspect or implication of the merger. The summary of Citi's opinion in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of its written opinion, dated February 12, 2018, which is included as Appendix C to this joint proxy statement/prospectus and sets forth the procedures followed, assumptions made, qualifications and limitations on the review undertaken and other matters considered by Citi in preparing its opinion. However, neither Citi's written opinion nor the summary of its opinion and the related analyses set forth in this joint proxy statement/prospectus are intended to be, and they do not constitute, a recommendation to any holder of Nationstar common stock as to how such holder should vote or act on any matters relating to the merger, including whether such stockholder should elect to receive the stock election consideration or the cash election consideration.**

*Opinion of the Financial Advisor to the Nationstar Special Committee*

PJT Partners LP (which we refer to as PJT Partners ) was retained by the Nationstar special committee to act as its financial advisor in connection with the merger and, upon the Nationstar special committee s request, to render its financial opinion to the Nationstar special committee in connection therewith. The Nationstar special

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committee selected PJT Partners to act as its financial advisor based on PJT Partners' qualifications, expertise and reputation, its knowledge of Nationstar's industry and its knowledge and understanding of the business and affairs of Nationstar. On February 11, 2018, PJT Partners rendered its oral opinion based on information PJT Partners was directed to use by Nationstar as of such date, and on February 12, 2018, PJT Partners rendered its written opinion based on updated information PJT Partners was directed to use by Nationstar regarding the capitalization of Nationstar and WMIH as of such date and the resulting final exchange ratio, to the Nationstar special committee that, as of such date and based upon and subject to the qualifications, limitations and assumptions stated in its opinion, taking into account the mandatory election, the aggregate merger consideration to be received by holders of shares of Nationstar common stock (other than Fortress) in the merger was fair to such holders from a financial point of view.

The full text of PJT Partners' written opinion delivered to the Nationstar special committee, dated February 12, 2018, is attached as Appendix D and incorporated into this joint proxy statement/prospectus by reference in its entirety. PJT Partners' written opinion sets forth, among other things, the assumptions made, procedures followed, factors considered and limitations upon the review undertaken by PJT Partners in rendering its opinion. You are encouraged to read the opinion carefully in its entirety. PJT Partners provided its opinion to the Nationstar special committee, in its capacity as such, in connection with and for the purposes of its evaluation of the merger only and PJT Partners' opinion is not a recommendation as to any action the Nationstar special committee or the Nationstar board of directors should take with respect to the merger or any aspect thereof. The opinion does not constitute a recommendation to any holder of any shares of Nationstar common stock as to how such holder should vote or act with respect to the merger or any other matter. The summary of PJT Partners' opinion set forth in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of PJT Partners' opinion.

For a summary of PJT Partners' opinion and the methodology that PJT Partners used to render its opinion, see the section entitled *The Merger Opinion of the Financial Advisor to the Nationstar Special Committee* beginning on page 125.

**Opinion of WMIH's Financial Advisor (page 136)**

In connection with the merger, WMIH's financial advisor, Keefe, Bruyette & Woods, Inc. (which we refer to as KBW) delivered a written opinion, dated February 12, 2018, to the WMIH board of directors and the WMIH audit committee as to the fairness, from a financial point of view and as of the date of the opinion, to WMIH of the aggregate merger consideration in the proposed merger. The full text of KBW's opinion, which describes the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by KBW in preparing the opinion, is attached as Appendix B to this joint proxy statement/prospectus. **The opinion was for the information of, and was directed to, the WMIH board of directors (in its capacity as such) and the WMIH audit committee (in its capacity as such) in connection with their respective consideration of the financial terms of the merger. The opinion did not address the underlying business decision of WMIH to engage in the merger or enter into the merger agreement or constitute a recommendation to the WMIH board of directors or its audit committee in connection with the merger, and it does not constitute a recommendation to any holder of WMIH stock or any stockholder of any other entity as to how to vote or act in connection with the merger, any related transaction or any other matter.**

**Nationstar Special Meeting of Stockholders (page 41)**

The special meeting of Nationstar stockholders will be held on June 29, 2018, at 2:00 p.m. local time, at Nationstar's offices, 8950 Cypress Waters Boulevard, Coppell, TX 75019. At the Nationstar special meeting, Nationstar stockholders will be asked to approve the merger proposal, the merger-related compensation proposal and the Nationstar adjournment proposal (if necessary or appropriate).





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The Nationstar board of directors has fixed the close of business on May 21, 2018 as the record date for determining the holders of Nationstar common stock entitled to receive notice of and to vote at the Nationstar special meeting. As of the record date, there were 98,227,421 shares of Nationstar common stock outstanding and entitled to vote at the Nationstar special meeting held by 308 holders of record. Each share of Nationstar common stock entitles the holder to one vote at the Nationstar special meeting on each proposal to be considered at the Nationstar special meeting. As of the record date, directors and executive officers of Nationstar and their affiliates owned and were entitled to vote 1,044,051 shares of Nationstar common stock, representing approximately 1% of the shares of Nationstar common stock outstanding on that date. Nationstar currently expects that its directors and executive officers will vote their shares in favor of the merger proposal, the merger-related compensation proposal and the Nationstar adjournment proposal (if necessary or appropriate), although none of them has entered into any agreements obligating them to do so. As of the record date, WMIH did not beneficially hold any shares of Nationstar common stock.

The presence, in person or represented by proxy, of at least a majority of the total number of outstanding shares of Nationstar common stock entitled to vote is necessary in order to constitute a quorum at the Nationstar special meeting. A quorum is necessary to transact business at the Nationstar special meeting.

The affirmative vote of a majority of the outstanding shares of Nationstar common stock entitled to vote is required to approve the merger proposal. Assuming a quorum is present, the affirmative vote of a majority of the votes present in person or represented by proxy and cast on each of the merger-related compensation proposal and the adjournment proposal at the Nationstar special meeting is required to approve each such proposal. Nationstar stockholders must approve the merger proposal in order for the merger to occur. Nationstar stockholders are not, however, required to approve the merger-related compensation proposal or the Nationstar adjournment proposal in order for the merger to occur. If Nationstar stockholders fail to approve the merger-related compensation proposal or the Nationstar adjournment proposal, but approve the merger proposal, the merger may nonetheless occur.

Fortress and WMIH have entered into the Fortress voting agreement, pursuant to which Fortress has agreed to vote shares representing approximately 69% of the aggregate voting power of the Nationstar common stock as of the date of this joint proxy statement/prospectus in favor of the adoption of the merger agreement. The shares subject to the Fortress voting agreement are sufficient to satisfy the majority approval requirement to approve the merger and the other transactions contemplated by the merger agreement.

### **WMIH Annual Meeting of Stockholders (page 47)**

The annual meeting of WMIH stockholders will be held on June 29, 2018, at 3:00 p.m. local time, at the offices of Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036. At the WMIH annual meeting, WMIH stockholders will be asked to approve the stock issuance proposal, the accountant ratification proposal, the advisory compensation proposal and the WMIH adjournment proposal (if necessary or appropriate) and to elect each of the director nominees selected by the WMIH board of directors for the director election.

The WMIH board of directors has fixed the close of business on May 21, 2018 as the record date for determining the holders of shares of WMIH stock entitled to receive notice of and to vote at the WMIH annual meeting. As of the record date, there were 206,714,132 shares of WMIH common stock held by 9,731 holders of record, 1,000,000 shares of WMIH Series A preferred stock held by one holder of record and 600,000 shares of WMIH Series B preferred stock held by 21 holders of record, in each case, outstanding and entitled to vote at the WMIH annual meeting. Each share of WMIH stock (on an as-converted basis) entitles the holder to one vote at the WMIH annual meeting on each proposal to be considered at the WMIH annual meeting. The holders of WMIH Series A preferred stock and WMIH Series B preferred stock outstanding on the record date are entitled to an aggregate of 10,065,629 votes and 444,444,444 votes, respectively, at the WMIH annual meeting.



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As of the WMIH record date, directors and executive officers of WMIH and their affiliates (not including entities affiliated with Kohlberg Kravis Roberts & Co. L.P., which we refer to as KKR ) owned 5,593,591 shares of WMIH common stock and no shares of WMIH preferred stock and were entitled to 5,593,591 votes, representing approximately 1% of the total number of votes entitled to be cast at the WMIH annual meeting. As of the record date, KKR Wand Investors Corporation (which we refer to as Wand Investors ) owns 1,000,000 shares of WMIH Series A preferred stock, and KKR Wand Holdings Corporation (which we refer to as Wand Holdings and, collectively with Wand Investors, as the KKR Entities ) owns 200,000 shares of WMIH Series B preferred stock, and the KKR Entities have entered into a voting agreement with Nationstar (which we refer to as the KKR voting agreement ) pursuant to which the KKR Entities have agreed, subject to certain exceptions, to vote all of their beneficially owned shares of WMIH stock, or approximately 24% of the total voting power of the outstanding shares of WMIH stock as of May 21, 2018 in favor of the proposal to approve the stock issuance proposal and the WMIH adjournment proposal (if necessary or appropriate). All of WMIH s directors and executive officers who hold shares of WMIH stock entitled to vote have each entered into a voting agreement with Nationstar to, subject to certain exceptions, vote all of his or her beneficially owned shares of WMIH stock in favor of the stock issuance proposal and the WMIH adjournment proposal (if necessary or appropriate). WMIH currently expects that its directors and executive officers will vote their shares in favor of the accountant ratification proposal and the advisory compensation proposal and in favor of each of the director nominees selected by the WMIH board of directors for the director election, although none of them has entered into any agreements obligating them to do so. As of the record date, Nationstar did not beneficially hold any shares of WMIH stock.

The presence, in person or represented by proxy, of at least a majority in voting power of the outstanding shares of WMIH stock entitled to vote at the meeting is necessary in order to constitute a quorum at the WMIH annual meeting.

Assuming a quorum is present, the affirmative vote of the holders of at least a majority in voting power of the outstanding WMIH stock entitled to vote and who are present in person or represented by proxy at the WMIH annual meeting and entitled to vote on each of the stock issuance proposal, the accountant ratification proposal, the advisory compensation proposal and the WMIH adjournment proposal, respectively, is required to approve each such proposal. In the director election, the seven nominees for the WMIH board of directors receiving the highest number of affirmative votes cast at the meeting, in person or by proxy, will be elected as directors. WMIH stockholders must approve the stock issuance proposal in order for the merger to occur. If WMIH stockholders fail to approve the stock issuance proposal, the merger will not occur. WMIH stockholders are not, however, required to approve the accountant ratification proposal, the advisory compensation proposal or the WMIH adjournment proposal or to elect the director nominees selected by the WMIH board of directors, in any case in order for the merger to occur. If WMIH stockholders fail to approve the accountant ratification proposal, the advisory compensation proposal or the WMIH adjournment proposal or to elect the director nominees selected by the WMIH board of directors, but approve the stock issuance proposal, the merger may nonetheless occur.

**Nationstar s Directors and Executive Officers May Have Financial Interests in the Merger (page 149)**

Certain of Nationstar s executive officers and directors may have interests in the merger that may be different from, or in addition to, the interests of Nationstar s stockholders. The members of the Nationstar board of directors were aware of and considered these interests to the extent that such interests existed at the time, among other matters, when they approved the merger agreement and recommended that Nationstar stockholders approve the merger proposal. See *The Merger Interests of Nationstar Directors and Executive Officers and Fortress in the Merger* beginning on page 149.



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**WMIH's Directors and Executive Officers May Have Financial Interests in the Merger (page 146)**

Certain of WMIH's executive officers and directors may have interests in the merger that may be different from, or in addition to, the interests of WMIH's stockholders. The members of the WMIH board of directors were aware of and considered these interests, among other matters, when they approved the merger agreement and recommended that WMIH stockholders approve the stock issuance proposal. See *The Merger Interests of WMIH Directors and Executive Officers and the KKR Entities in the Merger* beginning on page 146.

Tagar Olson and Chris Harrington were appointed to the WMIH board of directors by KKR pursuant to agreement as described under *WMIH Proposals Director Election Director Relationships* beginning on page 54. Based on each of Mr. Olson's and Mr. Harrington's roles at KKR, KKR could be considered an associate of each of Mr. Olson and Mr. Harrington. As disclosed in *Other Matters Relating to the WMIH Annual Meeting Certain Relationships and Related Party Transactions* beginning on page 83, KKR and its affiliates have interests in the merger in addition to those arising out of their ownership of WMIH stock.

**Treatment of Nationstar Equity Awards (page 163)**

Immediately prior to the effective time of the merger, subject to the terms and conditions of the merger agreement, each outstanding share of Nationstar restricted stock (subject to certain agreed exceptions) will automatically vest in full and be converted into the right to receive the merger consideration, as elected by the holder of the Nationstar restricted stock award in accordance with the procedures set out in the merger agreement, and each outstanding Nationstar RSU (subject to certain agreed exceptions) will automatically vest in full, be assumed by WMIH and convert into a WMIH restricted stock unit entitling the holder thereof to receive upon settlement the merger consideration, as elected by the holder of the Nationstar RSU award in accordance with the procedures set out in the merger agreement, based on the number of shares of Nationstar common stock underlying or represented by the number of Nationstar RSU awards as of immediately prior to the effective time.

**Regulatory Approvals Required for the Merger (page 155)**

Completion of the merger is subject to various regulatory approvals, including under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (which we refer to as the HSR Act), and approvals from federal, state and other governmental authorities, including government-sponsored enterprises (which we refer to as GSEs), under applicable mortgage servicing, mortgage origination, collection agency, real estate, appraisal management and title insurance laws. Each of WMIH and Nationstar has agreed to use its reasonable best efforts to obtain all required regulatory approvals. We have filed, or are in the process of filing, notices and applications to obtain the necessary regulatory approvals. Although we currently believe we should be able to obtain all required regulatory approvals in a timely manner, we cannot be certain when or if we will obtain them or, if obtained, whether they will contain terms, conditions or restrictions not currently contemplated that would reasonably be expected to result in a material adverse effect on the financial condition, properties, assets or liabilities (considered together), business or results of operation of Nationstar and its subsidiaries, taken as a whole, giving effect to the merger (which we refer to as a burdensome condition). The regulatory approvals to which completion of the merger are subject are described in more detail in the section of this joint proxy statement/prospectus entitled *Regulatory Approvals Required for the Merger* beginning on page 155.

**Litigation Related to the Merger (page 189)**

Certain litigation is pending in connection with the merger. See *Litigation Related to the Merger* on page 189.

**Material United States Federal Income Tax Consequences of the Merger (page 190)**

The receipt of cash and/or WMIH common stock in exchange for Nationstar common stock pursuant to the merger generally will be a taxable transaction for United States federal income tax purposes. A Nationstar

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stockholder that is a U.S. holder (as such term is defined in *Material United States Federal Income Tax Consequences of the Merger* ) will generally recognize capital gain or loss equal to the difference, if any, between (1) the sum of the amount of cash (including any cash received in lieu of fractional shares of WMIH common stock received in the merger) and the fair market value of WMIH common stock received and (2) such Nationstar stockholder's adjusted tax basis in its shares of Nationstar common stock exchanged. Under certain circumstances, WMIH may be required to withhold a portion of your merger consideration under applicable tax laws. The determination of the actual tax consequences of the merger to a holder of Nationstar common stock will depend on the holder's specific situation. Holders of Nationstar common stock should consult their own tax advisors as to the tax consequences of the merger in their particular circumstances, including the applicability and effect of United States federal, state, local and non-United States income and other tax laws and of changes in those laws. For a more detailed discussion of the material United States federal income tax consequences of the transaction, see *Material United States Federal Income Tax Consequences of the Merger* beginning on page 190 of this joint proxy statement/prospectus.

**Appraisal Rights (page 236)**

Under Section 262 of the DGCL, holders of shares of Nationstar common stock who do not vote in favor of the adoption of the merger agreement and who otherwise follow the procedures set forth in Section 262 of the DGCL (which we refer to as Section 262 ) will be entitled to have their shares appraised by the Delaware Court of Chancery and to receive payment in cash of the fair value of the shares, exclusive of any element of value arising from the accomplishment or expectation of the merger, together with interest. Nationstar stockholders considering seeking appraisal should be aware that the fair value of their shares as so determined could be more than, the same as or less than the consideration they would receive pursuant to the merger agreement if they did not seek appraisal of their shares.

Any holder of shares of Nationstar common stock wishing to exercise appraisal rights must deliver to Nationstar, before the vote on the adoption of the merger agreement at the Nationstar special meeting, a written demand for the appraisal of the stockholder's shares, and that stockholder must not vote in favor of the adoption of the merger agreement. Failure to follow exactly the procedures specified under the DGCL will result in the loss of appraisal rights. See *Appraisal Rights* beginning on page 236 and Section 262 of the General Corporation Law of the State of Delaware attached to this joint proxy statement/prospectus as Appendix E.

**Conditions to the Merger (page 178)**

The obligations of each of WMIH and Nationstar to complete the merger are subject to the satisfaction (or waiver, if permitted) of the following conditions:

receipt of the requisite approval of the Nationstar stockholders of the merger and receipt of the requisite approval of the WMIH stockholders of the stock issuance;

expiration or termination of any waiting period (and extension thereof) under the HSR Act;

the receipt of all required consents, notices, non-objections, registrations and approvals without the imposition of any burdensome condition;

the effectiveness of the registration statement on Form S-4, of which this joint proxy statement/prospectus is a part, and the absence of a stop order or proceeding initiated by the SEC for that purpose;

authorization for listing on the NASDAQ of the shares of WMIH common stock to be issued in the merger;

the absence of any law or order that prohibits or makes illegal the consummation of the merger;



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the accuracy of the other party's representations and warranties as of the date of the merger agreement and as of the closing date of the merger, other than, in most cases, those failures to be true and correct that would not reasonably be likely to have a material adverse effect on the other party;

the prior performance in all material respects by the other party of the obligations required to be performed by it at or prior to the closing date of the merger; and

the receipt by each party of a certificate signed by an executive officer of the other party certifying that the two preceding conditions have been satisfied.

The obligations of Nationstar to complete the merger is also subject to its receipt of a copy of a written opinion of BDO USA, LLP, WMIH's tax advisor (which we refer to as "BDO"), to be delivered to WMIH and dated as of the closing date, in form and substance reasonably satisfactory to Nationstar, to the effect that (based on the most current information available prior to the closing date as provided by WMIH to BDO and subject to customary assumptions and qualifications) (i) there should not have been an ownership change of WMIH under Section 382(g) of the Code since March 19, 2012 and (ii) the merger, taken together with the other transactions contemplated by the merger agreement and occurring on the closing date, should not result in ownership change of WMIH under Section 382(g) of the Code.

**No Solicitation (page 170)**

Under the terms of the merger agreement, Nationstar has agreed not to (i) solicit, initiate, knowingly encourage or knowingly facilitate inquiries, proposals or offers with respect to, (ii) participate in any negotiations concerning, or provide any nonpublic information to any person making, (iii) approve or recommend, (iv) enter into any agreement (other than a confidentiality agreement described in this paragraph) relating to or (v) submit to a vote of Nationstar's stockholders, in each case, any proposal to acquire Nationstar or its assets. Notwithstanding these restrictions, the merger agreement provides that, under specified circumstances, in response to an unsolicited bona fide acquisition proposal that the Nationstar board of directors determines in good faith (after consultation with its outside financial advisors and outside legal counsel) is or could reasonably be expected to lead to a proposal which is superior to the merger with WMIH and failure to take such action would reasonably be expected to be inconsistent with its fiduciary duties under applicable law, Nationstar may furnish nonpublic information relating to Nationstar and engage in discussions or negotiations with the person making such proposal, provided that prior to providing any such nonpublic information, Nationstar will have entered into a confidentiality agreement with such person on terms no less favorable in the aggregate to it than the confidentiality agreement among Nationstar, KKR and WMIH and that, within 48 hours of furnishing any such nonpublic information, Nationstar furnishes such nonpublic information to WMIH to the extent not already provided to WMIH.

If an event unrelated to an acquisition proposal occurs that was not known or reasonably foreseeable to the Nationstar board of directors as of the date of the merger agreement, the Nationstar board of directors may change its recommendation to vote for the adoption of the merger agreement and the adjournment proposal if failing to do so would reasonably be expected to be inconsistent with the directors' fiduciary duties, subject to complying with WMIH's rights under the merger agreement. Under certain circumstances, Nationstar's board of directors may change its recommendation to vote for the adoption of the merger agreement and terminate the merger agreement in order to enter into a superior proposal, subject to complying with WMIH's match rights under the merger agreement.

WMIH has also agreed not to (i) solicit, initiate, knowingly encourage or knowingly facilitate inquiries, proposals or offers with respect to, (ii) participate in any negotiations concerning, or provide any nonpublic information to any

person making, (iii) approve or recommend, (iv) enter into any agreement (other than a confidentiality agreement described in this paragraph) relating to or (v) submit to a vote of WMIH s

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stockholders, in each case, any proposal to acquire WMIH or any proposal by WMIH to acquire another person. Even if WMIH receives an unsolicited bona fide written acquisition proposal which is superior to the merger, WMIH may not furnish nonpublic information or data regarding WMIH and participate in discussions or negotiations with the third party making such proposal. If an event unrelated to an acquisition proposal occurs that was not known or reasonably foreseeable to the WMIH board of directors as of the date of the merger agreement, the WMIH board of directors may change its recommendation to vote for the stock issuance and the adjournment proposal if failing to do so would reasonably be expected to be inconsistent with the directors' fiduciary duties, subject to complying with Nationstar's rights under the merger agreement.

**Termination; Termination Fees (page 179)**

The merger agreement may be terminated at any time prior to the effective time of the merger, whether before or after adoption of the merger agreement by Nationstar's stockholders or approval of the stock issuance by WMIH's stockholders:

by mutual written consent of WMIH and Nationstar;

by either WMIH or Nationstar, if the merger has not closed by November 12, 2018 (subject to one or more 30-day extensions by either WMIH or Nationstar, not to exceed 90 days in the aggregate, to the extent all closing conditions herein are capable of being satisfied as of such time other than the condition regarding receipt of required regulatory approvals) (which we refer to as the "end date"), unless the failure to close by such date is primarily due to the party seeking to terminate the merger agreement breaching any of its obligations under the merger agreement;

by either WMIH or Nationstar, if a governmental authority has issued a final, non-appealable order permanently prohibiting the closing of the merger, so long as the party seeking to terminate the merger agreement used its reasonable best efforts to have such order lifted;

by either WMIH or Nationstar, if the Nationstar special meeting (including any adjournments or postponements) concludes following the taking of a vote to approve the merger and the Nationstar stockholders have not approved the merger;

by either WMIH or Nationstar, if the WMIH annual meeting (including any adjournments or postponements) concludes following the taking of a vote to approve the stock issuance and the WMIH stockholders have not approved the stock issuance;

by WMIH, if a Nationstar adverse recommendation change has occurred or Nationstar or any of its subsidiaries have entered into an alternative acquisition agreement;

by WMIH, if Nationstar breaches any of its representations or warranties or fails to performance any of its covenants or agreements and such breach or failure would give rise to the failure of a condition to the merger and is incapable of being cured by Nationstar during the 30-day period following written notice from WMIH of such breach or failure or, if capable of being cured, is not cured by the earlier of such 30-day period and the end date; provided that WMIH will not have the right to terminate the merger agreement if it is then in breach of any of its representations, warranties or covenants such that Nationstar would have the right to terminate the merger agreement for such breach;

by Nationstar, if a WMIH adverse recommendation change has occurred;

by Nationstar, if WMIH breaches any of its representations or warranties or fails to performance any of its covenants or agreements and such breach or failure would give rise to the failure of a condition to the merger and is incapable of being cured by WMIH during the 30-day period following written notice from Nationstar of such breach or failure or, if capable of being cured, is not cured by the earlier of such 30-day period and the end date; provided that Nationstar will not have the right to terminate the

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merger agreement if it is then in breach of any of its representations, warranties or covenants such that WMIH would have the right to terminate the merger agreement for such breach;

by Nationstar, if (i) the Nationstar board of directors authorizes Nationstar to enter into an alternative acquisition agreement with respect to a superior Nationstar proposal to the extent permitted by the terms and conditions described above under *No Solicitation by Nationstar*, (ii) substantially concurrent with the termination of the merger agreement, Nationstar enters into an alternative acquisition agreement that constituted a superior Nationstar proposal and (iii) prior to or concurrently with such termination, Nationstar pays to WMIH the fees required to be paid pursuant to the provisions described below; or

by Nationstar, if (i) all of the conditions to closing have been satisfied or waived (except for any conditions that by their nature can only be satisfied or waived on the closing date, but subject to such conditions being able to be satisfied or waived at the time of termination), (ii) WMIH fails to consummate the merger within three business days following the first date the closing should have occurred pursuant to the merger agreement and (iii) Nationstar has irrevocably notified WMIH in writing that it stood ready, willing and able to consummate the merger at such time.

Nationstar will be required to pay WMIH a termination fee of \$65 million in certain circumstances. Under certain circumstances, WMIH may be required to make one of the following payments to Nationstar: (i) a termination fee of \$125 million, (ii) a termination fee of \$65 million or (iii) compensation for Nationstar's expenses in an amount equal to approximately \$29.4 million and, upon the occurrence of certain other events, either an additional fee of approximately \$35.6 million or an additional fee of approximately \$18.6 million. See *The Merger Agreement Termination; Termination Fees* beginning on page 179.

**The Voting Agreements (page 182)**

FIF HE Holdings LLC (which is primarily owned by investment funds managed by affiliates of Fortress Investment Group LLC and which we refer to as *Fortress*) has entered into a voting agreement with WMIH pursuant to which Fortress has agreed, subject to certain exceptions, to vote all of its beneficially owned shares of Nationstar common stock, or approximately 69% of the total voting power of the outstanding shares of Nationstar common stock as of May 21, 2018 in favor of the proposal to adopt the merger agreement. The KKR Entities have entered into a voting agreement with Nationstar pursuant to which the KKR Entities have agreed, subject to certain exceptions, to vote all of its beneficially owned shares of WMIH stock, or approximately 24% of the total voting power of the outstanding shares of WMIH stock as of May 21, 2018 in favor of the proposal to approve the stock issuance. All of WMIH's directors and executive officers who hold shares of WMIH stock entitled to vote have each entered into a voting agreement with Nationstar pursuant to which such director or executive officer has agreed, subject to certain exceptions, to vote all of his or her beneficially owned shares of WMIH stock, or approximately 1% of the total voting power of the outstanding shares of WMIH stock as of May 21, 2018 in favor of the proposal to approve the stock issuance. See *Other Agreements Fortress and KKR Voting Agreements* beginning on page 182 and *Other Agreements WMIH Director and Officer Voting Agreements* beginning on page 184.

**Description of Debt Financing (page 187)**

On February 12, 2018, Wand Merger Corporation entered into a debt commitment letter, which we refer to in this joint proxy statement/prospectus as the *debt commitment letter*, with Credit Suisse AG, Credit Suisse Securities (USA) LLC, Jefferies Finance LLC, Deutsche Bank AG Cayman Islands Branch, Deutsche Bank Securities Inc.,

HSBC Bank USA, National Association and HSBC Securities (USA) Inc. (who we refer to collectively as the commitment parties ), pursuant to which, subject to the conditions set forth in the debt commitment letter, the commitment parties committed to provide to Wand Merger Corporation a one-year senior

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unsecured term loan bridge facility of up to \$2.75 billion (which we refer to as the bridge facility ), which, if funded, is convertible on the first anniversary of the funding date thereof into (i) a \$1.0 billion tranche of five-year term loans, (ii) a \$1.0 billion tranche of eight-year term loans and (iii) a \$750.0 million tranche of ten-year term loans. In lieu of the bridge facility, Wand Merger Corporation may elect to issue up to \$2.75 billion of senior unsecured notes, which will reduce the amount of the bridge facility by the amount of senior unsecured notes issued. The proceeds of the bridge facility and/or the senior unsecured notes (which we refer to as the debt financing ) will be used (i) to pay the cash portion of the merger consideration, (ii) to redeem, repurchase, repay, discharge or defease certain existing indebtedness of Nationstar and its subsidiaries and (iii) to pay related fees and expenses. For a more complete description of WMIH s debt financing for the merger, see the section entitled *Description of Debt Financing* beginning on page 187.

**Comparison of Stockholders Rights (page 203)**

Following the merger, the rights of Nationstar stockholders who become WMIH stockholders in the merger will no longer be governed by Nationstar s amended and restated certificate of incorporation (which we refer to as Nationstar s charter ) and Nationstar s amended and restated bylaws (which we refer to as Nationstar s bylaws ) and instead will be governed by WMIH s amended and restated certificate of incorporation, as amended (which we refer to as WMIH s charter ) and WMIH s amended and restated bylaws (which we refer to as WMIH s bylaws ). See *Comparison of Stockholders Rights* beginning on page 203.

**Risk Factors (page 33)**

You should consider all the information contained in or incorporated by reference into this joint proxy statement/prospectus in deciding how to vote for the proposals presented in the joint proxy statement/prospectus. In particular, you should consider the factors described under *Risk Factors* beginning on page 33.

**The Parties (page 91)**

*WMIH Corp.*

800 Fifth Avenue, Suite 4100

Seattle, Washington 98104

Attention: Secretary

Phone: (206) 922-2957

WMIH Corp. is a Delaware corporation and was organized in 2015. On May 11, 2015, WMIH merged with its parent corporation, WMI Holdings Corp., a Washington corporation (which we refer to as WMIHC ), with WMIH as the surviving corporation in the merger. As of December 31, 2017, WMIH had consolidated total assets of approximately \$614.1 million and stockholders equity of approximately \$93.6 million. WMIH and its subsidiaries had four full-time employees for 2017.

WMIH, formerly known as WMIHC and Washington Mutual, Inc. (which we refer to as WMI ), is the direct parent of WM Mortgage Reinsurance Company, Inc., a Hawaii corporation (which we refer to as WMMRC ), and was the direct parent of WMI Investment Corp. until its dissolution on January 18, 2018. Since emergence from bankruptcy on March 19, 2012, WMIH s business activities consist of operating WMMRC s legacy reinsurance business in runoff

mode. In addition, WMIH is actively seeking acquisition opportunities across a broad array of industries with a specific focus in the financial services industry, including targets with consumer finance, specialty finance, leasing or insurance operations.



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*Nationstar Mortgage Holdings Inc.*

8950 Cypress Waters Blvd

Coppell, Texas 75019

Attention: Corporate Secretary

Phone: (469) 549-2000

Nationstar Mortgage Holdings Inc., a Delaware corporation formed in 2011, including its consolidated subsidiaries, earns fees through the delivery of servicing, origination and transaction based services related primarily to single-family residences throughout the United States. Nationstar is one of the largest residential loan servicers in the United States, operating an integrated residential loan origination platform with a primary focus on customer retention and an array of complementary services related to the purchase and disposition of residential real estate.

Customers include most residential real estate market participants including homeowners, homebuyers, home sellers, investors and real estate agents. Investors primarily include GSEs such as the Federal National Mortgage Association and the Federal Home Loan Mortgage Corp, investors in private-label securitizations, the Government National Mortgage Association, as well as organizations owning mortgage servicing rights which engage Nationstar to subservice. Nationstar is regulated both at the Federal and individual state levels.

**Table of Contents****SELECTED HISTORICAL FINANCIAL DATA FOR WMIH**

The following tables summarize financial results achieved by WMIH for the periods and at the dates indicated and should be read in conjunction with WMIH's consolidated financial statements and the notes to the consolidated financial statements contained in reports that WMIH has previously filed with the SEC. Historical financial information for WMIH can be found in its Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 and its Annual Report on Form 10-K for the year ended December 31, 2017. See *Where You Can Find More Information* in the forepart of this joint proxy statement/prospectus for instructions on how to obtain the information that has been incorporated by reference into this joint proxy statement/prospectus. You should not assume the results of operations for past periods indicate results for any future period.

(in thousands, except share and per share amounts)	As of March 31,		As of December 31,				
	2018	2017	2017	2016	2015	2014	2013
<b>Balance Sheet data (as of end of period):</b>							
Cash and cash equivalents	\$ 27,890	\$ 21,728	\$ 26,709	\$ 2,491	\$ 9,924	\$ 78,009	\$ 11,986
Restricted cash	576,202	573,942	578,936	573,347	571,440	2,447	115
Derivative asset embedded conversion feature		98,680		80,651			
Total assets	608,925	747,631	614,121	736,190	685,060	156,139	267,638
Notes payable principal		18,423		18,774	21,743	31,220	105,502
Losses and loss adjustment reserves	408	623	474	811	5,063	18,947	44,314
Loss contract reserve		4,729		5,645	9,623	12,549	46,319
Derivative liability embedded conversion feature					120,848		
Other liabilities	16,893	13,817	16,303	14,063	14,357	3,021	1,218
Total liabilities	17,301	37,853	16,816	39,841	173,069	67,909	202,509
Redeemable convertible series B preferred stock, \$0.00001 par value; 600,000, 600,000, 600,000, zero and zero shares issued and outstanding as of March 31, 2018 and 2017, December 31, 2017, December 31, 2016, December 31, 2015, December 31, 2014 and December 31, 2013, respectively; aggregate liquidation preference of \$600,000,000, \$600,000,000, \$600,000,000, \$600,000,000, \$600,000,000, zero and zero as of March 31, 2018 and 2017, December 31, 2017,	503,713	502,213	503,713	502,213	502,213		

December 31, 2016,  
December 31, 2015,  
December 31, 2014 and  
December 31, 2013, respectively

Total stockholders equity	87,911	207,565	\$ 93,592	\$ 194,136	\$ 9,778	\$ 88,230	\$ 65,129
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	Three Month Period Ended March 31,		Year Ended December 31,				2013
	2018	2017	2017	2016	2015	2014	
Shares outstanding (in thousands, except share and per share amounts)							
<b>Statement of Operations Data:</b>							
Earnings:							
Net income	\$ 23	\$ 430	\$ 1,220	\$ 3,147	\$ 5,121	\$ 7,169	\$ 10,000
Net income (loss)	2,170	1,180	6,670	2,249	879	1,379	1,379
Operating expenses:							
Cost of sales	2,193	1,610	7,890	5,396	6,000	8,548	8,548
Operating expenses:							
Goodwill impairment expense	62	94	19	(669)	(1,115)	3,281	3,281
Commission expense		50	137	306	456	653	653
General and administrative expense	7,714	2,012	14,457	7,043	20,940	6,526	6,526
Contract reserve value change		(916)	(5,645)	(3,978)	(2,926)	(33,770)	(33,770)
Loss from contract termination			(383)			6,563	6,563
Other operating expense		610	1,788	2,616	3,702	22,225	22,225
Operating expense	7,776	1,850	10,373	5,318	21,057	5,478	5,478
Operating (loss) income	(5,583)	(240)	(2,483)	78	(15,057)	3,070	3,070
Other (income) and expense:							
Other income			(123)	(123)	(7,845)		
Loss on change in fair value of equity embedded conversion		(18,029)	(28,242)	(201,499)	54,621		
Other (income) expense		(18,029)	(28,365)	(201,622)	46,776		
Income (loss) before income taxes	(5,583)	17,789	25,882	201,700	(61,833)	3,070	3,070
Income tax expense (benefit)							
Income (loss)	(5,583)	17,789	25,882	201,700	(61,833)	3,070	3,070
Adjustments to net income (loss):							
Convertible series B stock dividends deemed dividend	(200)	(4,500)	(18,050)	(18,000)	(17,748)		(9,455)
Income (loss) attributable to common and participating shareholders	\$ (5,783)	\$ 13,289	\$ 7,832	\$ 183,700	\$ (79,581)	\$ (6,385)	\$ (6,385)
Basic earnings (loss) per share	\$ (0.03)	\$ 0.02	\$ 0.01	\$ 0.33	\$ (0.39)	\$ (0.03)	\$ (0.03)

income (loss) per share								
available to common and								
controlling stockholders								
used in computing basic net								
income (loss) per share	202,692,144	202,423,969	202,595,288	202,270,887	201,746,613	200,869,928	200,3	
available to common and								
controlling stockholders	\$ (0.03)	\$ 0.02	\$ 0.01	\$ 0.30	\$ (0.39)	\$ (0.03)	\$	
used in computing diluted								
income (loss) per share	202,692,144	213,623,959	212,660,917	235,406,360	201,746,613	200,869,928	200,3	
<b>Amount of cash flow data:</b>								
(used in) provided by								
Operating activities	\$ 1,453	\$ (2,856)	\$ (6,417)	\$ (6,537)	\$ (14,180)	\$ (31,249)	\$	
Investing activities	494	27,539	73,048	21,980	(39,127)	156,159		
Financing activities	(3,500)	(4,851)	(36,824)	(20,969)	554,215	(56,555)		

**Table of Contents****SELECTED HISTORICAL FINANCIAL DATA FOR NATIONSTAR**

The following tables summarize financial results achieved by Nationstar for the periods and at the dates indicated and should be read in conjunction with Nationstar's consolidated financial statements and the notes to the consolidated financial statements contained in reports that Nationstar has previously filed with the SEC. Historical financial information for Nationstar can be found in its Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 and its Annual Report on Form 10-K for the year ended December 31, 2017. See *Where You Can Find More Information* in the forepart of this joint proxy statement/prospectus for instructions on how to obtain the information that has been incorporated by reference into this joint proxy statement/prospectus. You should not assume the results of operations for past periods indicate results for any future period.

	As of March 31,		As of December 31,				
	2018	2017	2017	2016	2015	2014	2013
	(amounts in millions)						
<b>Consolidated Balance Sheet Data:</b>							
Cash and cash equivalents	\$ 187	\$ 443	\$ 215	\$ 489	\$ 613	\$ 299	\$ 442
Mortgage servicing rights	3,194	3,173	2,941	3,166	3,367	2,961	2,503
Advances and other receivables, net	1,424	1,580	1,706	1,749	2,412	2,545	5,002
Reverse mortgage interests, net	10,225	10,849	9,984	11,033	7,514	2,453	1,547
Mortgage loans held for sale	1,589	1,476	1,891	1,788	1,430	1,278	2,603
Total assets	17,864	18,745	18,036	19,593	16,617	11,113	14,027
Unsecured senior notes, net	1,859	1,994	1,874	1,990	2,026	2,159	2,444
Advance facilities, net	562	931	855	1,096	1,640	1,902	4,550
Warehouse facilities, net	3,161	2,413	3,285	2,421	1,890	1,573	2,434
Other nonrecourse debt, net	8,091	9,277	8,014	9,631	6,666	1,768	1,193
Total liabilities	15,982	17,058	16,314	17,910	14,850	9,889	13,037
Total stockholders' equity	1,882	1,687	1,722	1,683	1,767	1,224	990

	Three Months Ended March 31,			Year Ended December 31,			
	2018	2017	2017	2016	2015	2014	2013
	(amounts in millions, except for earnings per share data)						
<b>Consolidated Statement of Operations and Comprehensive Income Data:</b>							
Total revenues	\$ 588	\$ 427	\$ 1,650	\$ 1,915	\$ 1,989	\$ 1,973	\$ 2,087
Total expenses	364	369	1,475	1,644	1,688	1,358	1,402
Total other income (expense), net	(18)	(55)	(131)	(242)	(247)	(329)	(338)
Income before income tax expense	206	3	44	29	54	286	347
Income tax expense	46	1	13	13	11	65	129
Net income	160	2	31	16	43	221	218
Less: Net income (loss) attributable to non-controlling interests			1	(3)	4		
	160	2	30	19	39	221	218

Net income attributable to  
Nationstar

Change in value of designated cash  
flow hedges, net of tax (2) 2

Total comprehensive income \$ 160 \$ 2 \$ 30 \$ 19 \$ 39 \$ 219 \$ 220

Earnings per share data:

Basic \$ 1.63 \$ 0.02 \$ 0.31 \$ 0.19 \$ 0.38 \$ 2.47 \$ 2.43

Diluted \$ 1.61 \$ 0.02 \$ 0.30 \$ 0.19 \$ 0.37 \$ 2.45 \$ 2.40

**Other Financial Data:**

**Net cash provided by / (used in):**

Operating activities	\$ 937	\$ 958	\$ 1,102	\$ 971	\$ 398	\$ 1,080	\$ (1,801)
Investing activities	(21)	(17)	(6)	(3,738)	(5,567)	233	(1,406)
Financing activities	(939)	(711)	(1,370)	2,643	5,483	(1,456)	3,497

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**SUMMARY UNAUDITED PRO FORMA  
CONDENSED COMBINED FINANCIAL INFORMATION**

The following table shows unaudited pro forma condensed combined financial information about the financial condition and results of operations, including per share data, after giving effect to the merger and related financing transaction. The unaudited pro forma condensed combined financial information assumes that the merger is accounted for under the acquisition method of accounting, and that the assets and liabilities of Nationstar will be recorded by WMIH at their respective estimated fair values as of the date the merger is completed. The unaudited pro forma condensed combined balance sheet gives effect to the transactions as if the transactions had occurred on March 31, 2018. The unaudited pro forma condensed combined statements of operations for the three months ended March 31, 2018 and the year ended December 31, 2017 give effect to the transactions as if the transactions had become effective on January 1, 2017. The unaudited selected pro forma condensed combined financial information has been derived from and should be read in conjunction with the consolidated financial statements and related notes of WMIH, which are incorporated in this joint proxy statement/prospectus by reference, the consolidated financial statements and related notes of Nationstar, which are incorporated in this joint proxy statement/prospectus by reference, and the more detailed unaudited pro forma condensed combined financial information, including the notes thereto, appearing elsewhere in this joint proxy statement/prospectus. See *Where You Can Find More Information* in the forepart of this joint proxy statement/prospectus and *Unaudited Pro Forma Condensed Combined Financial Information* beginning on page 192.

The unaudited pro forma condensed combined financial information is presented for illustrative purposes only and does not indicate the financial results of the combined company had the companies actually been combined at the beginning of the period presented, nor the impact of possible business model changes. The unaudited pro forma condensed combined financial information also does not consider any potential effects of changes in market conditions on revenues, expense efficiencies, asset dispositions, and share repurchases, among other factors, including those discussed in the section entitled *Risk Factors* beginning on page 33. In addition, as explained in more detail in the accompanying notes to the *Unaudited Pro Forma Condensed Combined Financial Information* beginning on page 192, the preliminary allocation of the pro forma purchase price



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reflected in the unaudited pro forma condensed combined financial information is subject to adjustment and may vary significantly from the actual purchase price allocation that will be recorded upon completion of the merger.

<i>(amounts in millions)</i>	<b>Three Months Ended March 31, 2018</b>	<b>Year Ended December 31, 2017</b>
<b>Revenues:</b>		
Service related, net	\$ 464	\$ 1,043
Net gain on mortgage loans held for sale	124	607
Other revenues	2	8
<b>Total revenues</b>	<b>590</b>	<b>1,658</b>
<b>Expenses</b>		
Salaries, wages and benefits	181	743
General and administrative	188	764
<b>Total expenses</b>	<b>369</b>	<b>1,507</b>
Other income (expenses):		
Interest income	145	597
Interest expense	(189)	(797)
Other income (expenses)	8	37
Total other income (expenses), net	(36)	(163)
Income (loss) before income taxes	185	(12)
Less: income tax expense (benefit)	42	(12)
<b>Net income</b>	<b>143</b>	
Less: Net income attributable to non-controlling interests		1
<b>Net income (loss) attributable to combined entities</b>	<b>\$ 143</b>	<b>(1)</b>

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	<b>March 31, 2018</b>
<b>Assets:</b>	
Cash and cash equivalents	\$ 220
Restricted cash	365
Mortgage servicing rights	3,194
Advances and other receivables	1,424
Reverse mortgage interests	10,397
Mortgage loans held for sale	1,589
Mortgage loans held for investment	136
Property and equipment	123
Derivative financial instruments	65
Intangible assets	97
Goodwill	
Deferred tax assets	1,015
Other assets	499
<b>Total assets</b>	<b>\$ 19,124</b>
<b>Liabilities and Stockholders Equity</b>	
<b>Liabilities:</b>	
Unsecured senior notes	\$ 2,646
Advance facilities	562
Warehouse facilities	3,161
Payables and accrued liabilities	1,267
MSR related liabilities nonrecourse	1,035
Mortgage servicing liabilities	7
Derivative financial instruments	9
Other nonrecourse debt	8,266
<b>Total liabilities</b>	<b>16,953</b>
<b>Stockholders equity</b>	
Common stock <sup>(1)</sup>	
Additional paid-in-capital	1,289
Retained earnings	882
Treasury shares at cost	
<b>Total stockholders equity before non-controlling interests</b>	<b>2,171</b>
<b>Non-controlling interests</b>	
<b>Total stockholders equity</b>	<b>2,171</b>
<b>Total liabilities and stockholders equity</b>	<b>\$ 19,124</b>

(1) Combined pro forma common stock has a total value less than \$1 million.



**Table of Contents****UNAUDITED COMPARATIVE PER COMMON SHARE DATA**

The following table sets forth the basic earnings, diluted earnings, cash dividend, and book value per common share data for WMIH and Nationstar on a historical basis and on a pro forma combined basis, for the three months ended March 31, 2018 and the year ended December 31, 2017. The unaudited pro forma data was derived by combining the historical financial information of WMIH and Nationstar using the acquisition method of accounting for business combinations, assumes the transaction is completed as contemplated and represents a current estimate based on available information of the combined company's results of operations. The unaudited pro forma data and equivalent per share information gives effect to the merger and related financing transaction as if the transactions had been effective on the date presented, in the case of the book value data, and as if the transactions had become effective on January 1, 2017, in the case of the earnings per share and dividends declared data. The pro forma financial adjustments record the assets and liabilities of Nationstar at their estimated fair values and are subject to adjustment as additional information becomes available and as additional analysis is performed.

The unaudited pro forma data below should be read in conjunction with WMIH's and Nationstar's unaudited financial statements for the three months ended March 31, 2018 and audited financial statements for the year ended December 31, 2017. This information is presented for illustrative purposes only. You should not rely on the unaudited pro forma data or equivalent amounts presented below as they are not necessarily indicative of the operating results or financial position that would have occurred if the merger had been completed as of the dates indicated, nor are they necessarily indicative of the future operating results or financial position of the combined company. The pro forma information, although helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the impact of merger-related costs or other factors that may result as a consequence of the merger and, accordingly, does not attempt to predict or suggest future results. The information below should be read in conjunction with *Unaudited Pro Forma Condensed Combined Consolidated Financial Information* beginning on page 192.

	WMIH As Reported	Nationstar As Reported	Pro Forma Combined WMIH <sup>(a)</sup>	Pro Forma Equivalent Per Share Information <sup>(b)</sup>
<b>For the three months ended March 31, 2018:</b>				
Basic earnings (loss) per share from continuing operations	\$ (0.03)	\$ 1.63	\$ 0.13	\$ 1.66
Diluted earnings (loss) per share from continuing operations	(0.03)	1.61	0.13	1.66
Cash dividends				
Book value at March 31, 2018 <sup>(c)</sup>	0.43	19.16	1.93	24.70
<b>For the year ended December 31, 2017:</b>				
Basic earnings per share from continuing operations	\$ 0.01	\$ 0.31	\$	\$
Diluted earnings per share from continuing operations	0.01	0.30		
Cash dividends				

- (a) Pro forma earnings per share are based on pro forma combined net income (loss) and pro forma combined weighted average common shares outstanding at the end of the period.
- (b) Pro forma equivalent per share information is calculated by multiplying the pro forma combined per share amounts by the exchange rate of 12.7793 provided for in the merger agreement.
- (c) Book value per share is calculated based on dividing stockholders' equity by the number of shares of WMIH common stock or Nationstar common stock outstanding. Pro forma combined book value per share is calculated by dividing pro forma combined stockholders' equity by the pro forma number of shares of combined WMIH common stock outstanding.

**Table of Contents****COMPARATIVE PER SHARE MARKET PRICE AND DIVIDEND INFORMATION**

The table below sets forth, for the calendar quarters indicated, the high and low sales prices, as well as the dividend paid, per share of WMIH common stock, which trades on the NASDAQ under the symbol WMIH, and per share of Nationstar common stock, which trades on the NYSE under the symbol NSM.

	WMIH Common Stock <sup>(1)</sup>			Nationstar Common Stock <sup>(2)</sup>		
	High	Low	Dividend	High	Low	Dividend
<b>2016</b>						
First Quarter	\$ 2.64	\$ 2.05	\$	\$ 13.41	\$ 8.29	\$
Second Quarter	2.45	2.05		13.46	9.29	
Third Quarter	2.50	2.16		16.60	10.19	
Fourth Quarter	2.38	1.30		19.51	14.05	
<b>2017</b>						
First Quarter	\$ 1.60	\$ 1.05	\$	\$ 19.83	\$ 14.67	\$
Second Quarter	1.60	1.10		18.45	15.38	
Third Quarter	1.35	0.90		19.00	15.95	
Fourth Quarter	1.04	0.60		20.71	16.04	
<b>2018</b>						
First Quarter	\$ 1.61	\$ 0.74	\$	\$ 19.45	\$ 16.37	\$
Second Quarter (through May 25, 2018)	1.48	1.32		18.92	17.69	

- (1) In its Form 10-K, WMIH reports the high and low closing sales prices of WMIH common stock, whereas this table reflects the high and low intraday sales prices of WMIH common stock.
- (2) In its Form 10-K, Nationstar reports the high and low sales prices of Nationstar common stock as reported in the consolidated transaction reporting system, whereas this table reflects such sales prices as reported by the NYSE. On February 12, 2018, the last trading day before the public announcement of the signing of the merger agreement, the closing sale price per shares of WMIH common stock on the NASDAQ was \$0.796 and the closing sale price per share of Nationstar common stock on the NYSE was \$17.10. On May 25, 2018, the latest practicable date before the date of this joint proxy statement/prospectus, the last sale price per share of WMIH common stock on the NASDAQ was \$1.38 and the last sale price per share of Nationstar common stock on the NYSE was \$18.04.

From and after the date of the merger agreement, February 12, 2018, neither Nationstar nor WMIH may, and neither may permit its respective subsidiaries to, without the prior written consent of the other, make any dividend payments or distributions other than (i) dividends paid by any of its respective subsidiaries to itself or any of its wholly owned subsidiaries and (ii) dividends paid by WMIH in the form of WMIH common stock payable to the holders of WMIH Series B preferred stock in accordance with the terms of the WMIH Series B preferred stock. Neither Nationstar nor WMIH has paid dividends to the holders of its respective common stock, and neither Nationstar nor WMIH has any plan to pay dividends in the future.



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**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This joint proxy statement/prospectus contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 including, but not limited to, WMIH's and Nationstar's expectations or predictions of future financial or business performance or conditions. All statements other than statements of historical or current fact included in this joint proxy statement/prospectus that address activities, events, conditions or developments that we expect, believe or anticipate will or may occur in the future are forward-looking statements. Forward-looking statements give our current expectations and projections relating to our financial condition, results of operations, plans, objectives, future performance and business and these statements are not guarantees of future performance. Forward-looking statements may include the words "anticipate," "estimate," "expect," "project," "intend," "plan," "believe," "strategy," "future," "opportunity," "may," "should," "will," "would," "will be," "will continue," "will likely," and similar expressions. Such forward-looking statements involve risks and uncertainties that may cause actual events, results or performance to differ materially from those indicated by such statements. These forward-looking statements are expressed in good faith, and WMIH and Nationstar believe there is a reasonable basis for them. However, there can be no assurance that the events, results or trends identified in these forward-looking statements will occur or be achieved. Forward-looking statements speak only as of the date they are made, and neither WMIH nor Nationstar is under any obligation, and expressly disclaim any obligation, to update, alter or otherwise revise any forward-looking statement, except as required by law.

In addition to factors previously disclosed in WMIH's and Nationstar's reports filed with the SEC and those identified elsewhere in this filing (including the *Risk Factors* beginning on page 33), the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance:

the ability to meet the closing conditions to the merger, including approval by stockholders of WMIH and Nationstar on the expected terms and schedule and the risk that regulatory approvals required for the merger are not obtained or are obtained subject to conditions that are not anticipated;

delay in closing the merger;

failure to realize the benefits expected from the proposed transaction;

the effects of pending and future legislation;

risks associated with investing in mortgage loans and mortgage servicing rights and changes in interest rates;

risks related to disruption of management time from ongoing business operations due to the proposed transaction;

business disruption following the transaction;



macroeconomic factors beyond WMIH's or Nationstar's control;

risks related to WMIH's or Nationstar's indebtedness; and

other consequences associated with mergers, acquisitions and divestitures and legislative and regulatory actions and reforms.

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**RISK FACTORS**

*In addition to the other information contained in or incorporated by reference into this joint proxy statement/prospectus, including the matters addressed under the caption *Forward-Looking Statements*, you should carefully consider the following risk factors in deciding how to vote on the proposals presented in this joint proxy statement/prospectus. See *Where You Can Find More Information* in the forepart of this joint proxy statement/prospectus and *Incorporation of Certain Documents by Reference* beginning on page 240.*

**Risks Related to the Merger**

*Because the Market Price of Shares of WMIH Common Stock Will Fluctuate, Nationstar Stockholders Cannot Be Sure of the Value of the Merger Consideration They Will Receive.*

Upon completion of the merger, each share of Nationstar common stock will be converted into the right to receive, at the election of the holder of such share, subject to proration and adjustment, either (i) \$18.00 in cash or (ii) 12.7793 shares of WMIH common stock. The stock portion of the merger consideration that Nationstar stockholders electing to receive stock consideration will receive is a fixed number of shares of WMIH common stock (subject to proration and adjustment); it is not a number of shares with a particular fixed market value. See *The Merger Terms of the Merger* beginning on page 92. The market value of WMIH common stock and Nationstar common stock at the effective time of the merger may vary significantly from their respective values on the date the merger agreement was executed or at other dates, including the date on which Nationstar stockholders vote on the adoption of the merger agreement. Because the exchange ratio relating to the stock portion of the merger consideration is fixed at 12.7793 and will not be adjusted to reflect any changes in the market value of shares of WMIH common stock or Nationstar common stock, the market value of the shares of WMIH common stock issued in connection with the merger and the Nationstar common stock converted in connection with the merger may be higher or lower than the values of those shares on earlier dates, and may be higher or lower than the value used to determine the exchange ratio. Accordingly, at the time of the Nationstar special meeting, Nationstar stockholders will not know or be able to calculate the market value of the shares of WMIH common stock they would receive upon the completion of the merger. Stock price changes may result from a variety of factors, including changes in the business, operations or prospects of WMIH or Nationstar, regulatory considerations, and general business, market, industry or economic conditions. Many of these factors are outside of the control of WMIH and Nationstar.

*Nationstar Stockholders May Receive a Form or Combination of Consideration Different from What They Elect.*

While each holder of Nationstar common stock may elect to receive, in connection with the merger, cash consideration or stock consideration, the total amount of cash available for all Nationstar stockholders is fixed at \$1,225,885,248.00. Accordingly, depending on the elections made by other Nationstar stockholders, if a holder of Nationstar common stock elects to receive all cash in connection with the merger, such holder may receive a portion of the merger consideration in WMIH common stock and if a holder of Nationstar common stock elects to receive all WMIH common stock in connection with the merger, such holder may receive a portion of the merger consideration in cash. See *The Merger Agreement Allocation of Merger Consideration and Illustrative Elections and Calculations* beginning on page 160 for more information. If a holder of Nationstar common stock does not submit a properly completed and signed form of election to the exchange agent by the election deadline, then such stockholder will have no control over the type of merger consideration such stockholder may receive and will be deemed to have elected to receive stock consideration. No fractional shares of WMIH common stock will be issued in the merger, and Nationstar stockholders will receive cash in lieu of any fractional shares of WMIH common stock.

*If You Deliver an Election in Respect of Your Shares of Nationstar Common Stock, You Will Not Be Able to Sell Those Shares Unless You Revoke Your Election Prior to the Election Deadline.*

If you are a Nationstar stockholder and want to elect to receive the cash consideration or stock consideration in exchange for your Nationstar shares, you must deliver to the exchange agent by the election deadline a properly

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completed form of election. Following the delivery of a completed form of election, you will not be able to transfer such shares unless you revoke your election before the election deadline by providing written notice to the exchange agent. If you do not revoke your election before the election deadline, you will not be able to liquidate your investment in Nationstar shares for any reason until you receive the merger consideration.

*Nationstar Stockholders Will Have a Reduced Ownership and Voting Interest After the Merger and Will Exercise Less Influence Over Management.*

Nationstar stockholders currently have the right to vote in the election of the Nationstar board of directors and on other matters requiring stockholder approval under Delaware law and Nationstar's charter and bylaws. Upon the completion of the merger, Nationstar stockholders who become stockholders of WMIH will have a percentage ownership of WMIH that is smaller than such stockholders' percentage ownership of Nationstar. Additionally, of the expected seven members of the WMIH board of directors after the completion of the merger, three will be current directors of WMIH. The remaining four directors will be the CEO of Nationstar and three individuals designated by Nationstar who are currently serving as Nationstar directors. Nationstar does not expect to identify all of the directors that it will appoint to the WMIH board of directors before the Nationstar special meeting or the WMIH annual meeting. Based on the number of issued and outstanding shares of WMIH common stock and Nationstar common stock on May 21, 2018, and based on the exchange ratio of 12.7793, stockholders of Nationstar, as a group, will receive shares in the merger constituting approximately 35% of WMIH common stock expected to be outstanding immediately after the merger (without giving effect to any shares of WMIH common stock held by Nationstar stockholders prior to the merger). Because of this, current Nationstar stockholders, as a group, will have less influence on the board of directors, management and policies of WMIH (as the combined company following the merger) than they now have on the board of directors, management and policies of Nationstar.

*WMIH Stockholders Will Have a Reduced Ownership and Voting Interest After the Merger and Will Exercise Less Influence Over Management.*

Upon the issuance of the shares to Nationstar stockholders who elect to receive stock consideration in the merger, current WMIH stockholders' percentage ownership will be diluted. Additionally, concurrently with the execution of the merger agreement, KKR Fund contributed its 1,000,000 shares of WMIH Series A preferred stock and warrants to purchase 61,400,000 shares of WMIH common stock to Wand Holdings. WMIH executed a warrant exchange agreement with Wand Holdings, pursuant to which, conditioned and effective upon the effectiveness of the merger, Wand Holdings has agreed to exchange the warrants for 21,197,619 shares of WMIH common stock. After giving effect to the merger and the warrant exchange, WMIH stockholders' percentage ownership of WMIH will be diluted. Additionally, of the expected seven members of the WMIH board of directors after the completion of the merger, only three will be current directors of WMIH and the rest will be the CEO of Nationstar and three directors designated by Nationstar. Nationstar does not expect to identify all of the directors that it will appoint to the WMIH board of directors before the Nationstar special meeting or the WMIH annual meeting. Because of this, current WMIH stockholders, as a group, will have less influence on the board of directors, management and policies of WMIH (as the combined company following the merger) than they now have on the board of directors, management and policies of WMIH. See *Other Agreements* beginning on page 182 of this joint proxy statement/prospectus.

*WMIH Expects to Incur Substantial Indebtedness to Finance the Merger, Which May Decrease WMIH's Business Flexibility and Adversely Affect WMIH's Financial Results.*

In addition to using cash on hand at WMIH and Nationstar, WMIH expects, through a wholly owned subsidiary, to incur indebtedness of up to approximately \$2.75 billion to finance a portion of the cash component of the merger consideration, to refinance existing indebtedness of Nationstar and its subsidiaries and to pay related fees and

expenses. Prior to entering into the merger agreement, WMIH did not have any indebtedness. Nationstar had approximately \$1.9 billion of indebtedness prior to the merger, and pro forma indebtedness is expected to increase by approximately \$850 million. The covenants to which WMIH has agreed or may agree to in

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connection with the incurrence of new indebtedness, and WMIH's increased indebtedness may have the effect, among other things, of reducing WMIH's (as the combined company following the merger) flexibility to respond to changing business and economic conditions, thereby placing WMIH at a competitive disadvantage compared to competitors that have less indebtedness and making WMIH more vulnerable to general adverse economic and industry conditions. WMIH's increased indebtedness will also increase borrowing costs, and the covenants pertaining thereto may also limit WMIH's ability to repurchase shares of WMIH common stock, pay dividends or obtain additional financing to fund working capital, capital expenditures, acquisitions or general corporate requirements. WMIH will also be required to dedicate a larger portion of its cash flow from operations to payments on its indebtedness, thereby reducing the availability of its cash flow for other purposes, including working capital, capital expenditures and general corporate purposes. In addition, the terms and conditions of such debt may not be favorable to WMIH and, as such, could further increase the costs of the merger, as well as the overall burden of such debt upon WMIH and its business flexibility. Further, if any portion of WMIH's borrowings is at variable rates of interest, WMIH will be exposed to the risk of increased interest rates unless it enters into offsetting hedging transactions.

WMIH's ability to make payments on and to refinance its debt obligations and to fund planned capital expenditures will depend on its ability to generate cash from WMIH's operations. This, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond WMIH's control.

WMIH may not be able to refinance any of its indebtedness on commercially reasonable terms, or at all. If WMIH cannot service its indebtedness, WMIH may have to take actions such as selling assets, seeking additional equity or reducing or delaying capital expenditures, strategic acquisitions, investments and alliances, any of which could impede the implementation of WMIH's business strategy or prevent WMIH from entering into transactions that would otherwise benefit its business. Additionally, WMIH may not be able to effect such actions, if necessary, on commercially reasonable terms, or at all.

Any of the foregoing consequences could adversely affect WMIH's financial results following consummation of the merger.

*The Market Price of Shares of WMIH Common Stock After the Merger May be Affected by Factors Different from Those Currently Affecting the Prices of Shares of WMIH Common Stock and Nationstar Common Stock.*

Upon completion of the merger, holders of shares of Nationstar common stock may become holders of shares of WMIH common stock. Prior to the merger, WMIH has had limited operations other than the legacy reinsurance business of WM Mortgage Reinsurance Company, Inc. Upon completion of the merger, WMIH's results of operations will largely depend upon the performance of Nationstar's businesses, which are affected by factors that are different from those currently affecting the results of operations of WMIH. See *Where You Can Find More Information* in the forepart of this joint proxy statement/prospectus and *Incorporation of Certain Documents by Reference* beginning on page 240.

*If the Merger's Benefits Do Not Meet the Expectations of Financial Analysts, the Market Price of WMIH Common Stock May Decline.*

The market price of the WMIH common stock may decline as a result of the merger if WMIH does not achieve the perceived benefits of the merger as rapidly, or to the extent anticipated by, financial analysts or the effect of the merger on WMIH's financial results is not consistent with the expectations of financial analysts. Accordingly, holders of WMIH common stock may experience a loss as a result of a decline in the market price of WMIH common stock. In addition, a decline in the market price of WMIH common stock could adversely affect WMIH's ability to issue additional securities and to obtain additional financing in the future.



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*Regulatory Approvals May Not Be Received, May Take Longer than Expected or May Impose Conditions that Are Not Presently Anticipated or Cannot Be Met.*

Before the transactions contemplated by the merger agreement can be completed, approval must be obtained under the HSR Act and various approvals must be obtained from a variety of federal, state and other governmental authorities, including GSEs. In deciding whether to grant antitrust clearance, the relevant governmental authorities will consider a variety of factors, including the effect of the merger on competition within their relevant jurisdiction. Nationstar's operations are subject to regulation, supervision and licensing under various federal, state and local statutes, ordinances and regulations. In most states in which Nationstar operates, a regulatory authority regulates and enforces laws relating to mortgage servicing companies and mortgage origination companies such as Nationstar. In deciding whether to grant approvals under relevant mortgage servicing, mortgage origination, collection agency, real estate, appraisal management and title insurance laws, the relevant governmental or regulatory entities will consider a variety of factors including each party's regulatory standing. An adverse development in either party's regulatory standing or other factors could result in an inability to obtain one or more of the required regulatory approvals or delay their receipt. The terms and conditions of the approvals that are granted may impose requirements, limitations or costs, or place restrictions on the conduct of the combined company's business. The requirements, limitations or costs imposed by the relevant governmental authorities might be unacceptable to the parties, or could delay the closing of the merger or diminish the anticipated benefits of the merger. WMIH and Nationstar believe that the merger should not raise significant regulatory concerns and that WMIH and Nationstar will be able to obtain all requisite regulatory approvals in a timely manner. Despite the parties' commitments to use their reasonable best efforts to comply with conditions imposed by regulatory entities, under the terms of the merger agreement, WMIH and its affiliates will not be required to agree to or accept (and Nationstar and its subsidiaries will not, without WMIH's prior written consent, agree to or accept) any obligation, restriction, requirement, limitation, divestiture, condition, remedy or other action imposed by a governmental authority that would reasonably be expected to result in a material adverse effect on the financial condition, properties, assets and liabilities (considered together), business or results of operation of the surviving corporation (assuming the consummation of the merger) and its subsidiaries, taken as a whole. In addition, neither WMIH nor Nationstar can provide assurance that any such conditions, terms, obligations or restrictions will not result in the delay or abandonment of the merger. Additionally, the completion of the merger is conditioned on the absence of certain orders, injunctions or decrees by any court or regulatory authority of competent jurisdiction that would prohibit or make illegal the completion of the merger. See *Regulatory Approvals Required for the Merger* beginning on page 155.

*The Consummation of the Merger Is Subject to a Number of Conditions and If Those Conditions Are Not Satisfied or Waived, the Merger Agreement May Be Terminated in Accordance with Its Terms and the Merger May Not Be Completed.*

The merger agreement is subject to a number of conditions which must be fulfilled in order to complete the merger. Those conditions include: approval of the merger agreement by Nationstar stockholders, approval of the stock issuance by WMIH stockholders, as well as receipt of certain requisite regulatory approvals, absence of orders prohibiting completion of the merger, effectiveness of the registration statement of which this joint proxy statement/prospectus is a part, approval of the shares of WMIH common stock to be issued to Nationstar stockholders for listing on the NASDAQ, the accuracy of the representations and warranties by both parties (subject to the materiality standards set forth in the merger agreement) and the performance by both parties of their covenants and agreements, and the receipt by Nationstar of a copy of a written opinion of BDO, to be delivered to WMIH and dated as of the closing date, with respect to certain tax matters. These conditions to the closing of the merger may not be fulfilled in a timely manner or at all, and, accordingly, the merger may not be completed. In addition, the parties can mutually decide to terminate the merger agreement at any time, before or after stockholder approval, or WMIH or Nationstar may elect to terminate the merger agreement in certain other circumstances. See *The Merger*



*Agreement Termination; Termination Fees* beginning on page 179.

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*Termination of the Merger Agreement Could Negatively Impact Nationstar and WMIH.*

If the merger is not completed for any reason, including as a result of Nationstar stockholders declining to adopt the merger agreement or WMIH stockholders declining to approve the stock issuance, the ongoing businesses of Nationstar and WMIH may be adversely impacted and, without realizing any of the anticipated benefits of completing the merger, Nationstar and WMIH would be subject to a number of risks, including the following:

Nationstar or WMIH may experience negative reactions from the financial markets, including negative impacts on its stock price (including to the extent that the current market price reflects a market assumption that the merger will be completed);

Nationstar may experience negative reactions from its customers, vendors and employees;

Nationstar and WMIH will have incurred substantial expenses and will be required to pay certain costs relating to the merger, whether or not the merger is completed; and

since the merger agreement restricts the conduct of Nationstar's and WMIH's businesses prior to completion of the merger, each of Nationstar and WMIH may not have been able to take certain actions during the pendency of the merger that would have benefitted it as an independent company and the opportunity to take such actions may no longer be available (see the section entitled *The Merger Agreement Covenants and Agreements* beginning on page 164 of this joint proxy statement/prospectus for a description of the restrictive covenants applicable to Nationstar and WMIH).

If the merger agreement is terminated and Nationstar's board of directors seeks another merger or business combination, Nationstar stockholders cannot be certain that Nationstar will be able to find a party willing to offer equivalent or more attractive consideration than the consideration WMIH has agreed to provide in the merger or that such other merger or business combination is completed. If the merger agreement is terminated under certain circumstances, Nationstar will be required to pay a termination fee of \$65 million to WMIH. If the merger agreement is terminated and WMIH's board of directors seeks another merger or business combination, WMIH stockholders cannot be certain that WMIH will be able to find another acquisition target that would constitute a Qualified Acquisition (as defined in WMIH's charter) or that such other merger or business combination will be completed. If the merger agreement is terminated under certain circumstances, WMIH will be required to compensate Nationstar for its expenses incurred in connection with the merger or pay a termination fee, the amounts of which range from approximately \$29.4 million to \$125 million. See *The Merger Agreement Termination; Termination Fees* on page 179.

*Nationstar Will Be Subject to Business Uncertainties and Contractual Restrictions While the Merger Is Pending.*

Uncertainty about the effect of the merger on employees and customers may have an adverse effect on Nationstar and consequently on WMIH. These uncertainties may impair Nationstar's ability to attract, retain and motivate key personnel until the merger is completed, and could cause customers and others that deal with Nationstar to seek to change existing business relationships with Nationstar. Retention of certain employees may be challenging during the pendency of the merger, as certain employees may experience uncertainty about their future roles. If key employees depart because of issues relating to the uncertainty and difficulty of integration or a desire not to remain with the

business, WMIH's business following the merger could be negatively impacted. In addition, the merger agreement restricts Nationstar from making certain acquisitions and taking other specified actions without the consent of WMIH until the merger occurs. These restrictions may prevent Nationstar from pursuing attractive business opportunities that may arise prior to the completion of the merger. See *The Merger Agreement Covenants and Agreements* beginning on page 164.

*Nationstar Directors and Officers May Have Interests in the Merger Different From the Interests of Nationstar Stockholders.*

Executive officers of Nationstar negotiated the terms of the merger agreement with their counterparts at WMIH, and the Nationstar board determined that entering into the merger agreement was in the best interests of

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Nationstar and its stockholders, declared the merger agreement advisable and recommended that Nationstar stockholders adopt the merger agreement. In considering these facts and the other information contained in this joint proxy statement/prospectus, you should be aware that Nationstar's executive officers and directors may have interests in the merger that may be different from, or in addition to, the interests of Nationstar stockholders. The Nationstar board of directors and the special committee thereof was aware of and considered these interests, among other matters, in reaching the determination to approve the terms of the merger and in recommending to Nationstar's stockholders that they vote to approve the merger. For a detailed discussion of the special interests that Nationstar's directors and executive officers may have in the merger, please see the section entitled *The Merger Merger-Related Compensation for Nationstar's Named Executive Officers* beginning on page 153.

*WMIH Directors and Officers May Have Interests in the Merger Different From the Interests of WMIH Stockholders.*

Executive officers of WMIH negotiated the terms of the merger agreement with their counterparts at Nationstar, and the WMIH board determined that entering into the merger agreement was in the best interests of WMIH and its stockholders, declared the merger agreement advisable and recommended that WMIH stockholders approve the stock issuance. In considering these facts and the other information contained in this joint proxy statement/prospectus, you should be aware that WMIH's executive officers and directors may have interests in the merger that may be different from, or in addition to, the interests of WMIH stockholders. The WMIH board of directors and the audit committee thereof was aware of and considered these interests, among other matters, in reaching the determination to approve the terms of the merger and in recommending to WMIH's stockholders that they vote to approve the merger. For a detailed discussion of the special interests that WMIH's directors and executive officers may have in the merger, please see the section entitled *The Merger Merger-Related Compensation for WMIH's Named Executive Officers* beginning on page 148.

*The Merger Will Result in Changes to the Board of Directors of WMIH that May Affect the Strategy of WMIH.*

If the parties complete the merger, the composition of the WMIH board of directors will change from the current boards of directors of WMIH and Nationstar. The board of directors of WMIH will consist of seven members, including three current directors of WMIH, the CEO of Nationstar and three individuals designated by Nationstar who are serving as Nationstar directors immediately prior to the effective time of the merger. Nationstar does not expect to identify all of the directors it will appoint to the WMIH board of directors before the Nationstar special meeting or the WMIH annual meeting. This new composition of the WMIH board of directors may affect the business strategy and operating decisions of WMIH upon the completion of the merger.

*The Merger Agreement Contains Provisions that May Discourage Other Companies from Trying to Acquire Nationstar for Greater Merger Consideration.*

The merger agreement contains provisions that may discourage a third party from submitting a business combination proposal to Nationstar that might result in greater value to Nationstar's stockholders than the merger or may result in a potential competing acquirer proposing to pay a lower per share price to acquire Nationstar than it might otherwise have proposed to pay absent such provisions. These provisions include a general prohibition on Nationstar from soliciting, or, subject to certain exceptions relating to the exercise of fiduciary duties by Nationstar's board of directors, entering into discussions with any third party regarding any acquisition proposal or offers for competing transactions. Nationstar also has an unqualified obligation to submit the proposal to approve the merger to a vote by its stockholders, even if Nationstar receives an alternative acquisition proposal that its board of directors believes is superior to the merger, unless the merger agreement has been terminated in accordance with its terms. In addition, Nationstar will be required to pay WMIH a termination fee of \$65 million upon termination of the merger agreement in certain circumstances involving acquisition proposals for competing transactions. See *The Merger*

*Agreement Termination; Termination Fees* beginning on page 179.

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*The Merger Agreement Contains Provisions that May Discourage WMIH from Seeking an Alternative Qualified Acquisition.*

The merger agreement contains provisions that prohibit WMIH from seeking alternative Qualified Acquisitions during the pendency of the merger. Further, if WMIH is unable to obtain the requisite approval of its stockholders, either party may terminate the merger agreement. In such case, WMIH would be obligated to pay Nationstar \$29.4 million as compensation for its expenses. If WMIH enters into an agreement for or consummates a business combination within the twelve months after such termination, WMIH would be obligated to pay Nationstar (a) in the event that such transaction relates to a proposal or offer that was made to or by WMIH after the date of the merger agreement and before the termination of the merger agreement, a fee of \$35.6 million or (b) in the event that such transaction does not relate to such a prior proposal, an additional fee of \$18.6 million.

*The Unaudited Pro Forma Condensed Combined Financial Information Included in This Joint Proxy Statement/Prospectus Is Preliminary and the Actual Financial Condition and Results of Operations After the Merger May Differ Materially.*

The unaudited pro forma financial information included in this joint proxy statement/prospectus is presented for illustrative purposes only and is not necessarily indicative of what the combined company's actual financial position or results of operations would have been had the merger been completed on the date(s) indicated. The preparation of the pro forma financial information is based upon available information and certain assumptions and estimates that WMIH and Nationstar currently believe are reasonable. The unaudited pro forma financial information reflects adjustments, which are based upon preliminary estimates, among other things, including the release of WMIH's valuation allowance against its deferred tax asset, to allocate the purchase price to Nationstar's net assets. The purchase price allocation reflected in this joint proxy statement/prospectus is preliminary, and the final allocation of the purchase price will be based upon the actual purchase price and the fair value of the assets and liabilities of Nationstar as of the date of the completion of the merger. In addition, prior to or following the completion of the merger, there may be further refinements of the valuation allowance against the deferred tax asset and the purchase price allocation as additional information becomes available. Accordingly, the final purchase accounting adjustments may differ materially from the pro forma adjustments reflected in this joint proxy statement/prospectus. See *Unaudited Pro Forma Condensed Combined Financial Information* beginning on page 192.

*WMIH and Nationstar Will Incur Transaction Costs in Connection with the Merger.*

Each of WMIH and Nationstar has incurred and expects that it will incur significant, non-recurring costs in connection with consummating the merger. WMIH and Nationstar may also incur additional costs to retain key employees. WMIH and Nationstar will also incur significant legal, financial advisor, accounting, banking and consulting fees, fees relating to regulatory filings and notices, SEC filing fees, printing and mailing fees and other costs associated with the merger. Some of these costs are payable regardless of whether the merger is completed. See *The Merger Agreement Terms of the Merger* beginning on page 92.

*Nationstar Stockholders Will Have Their Rights as Stockholders Governed by WMIH's Organizational Documents.*

As a result of the completion of the merger, holders of shares of Nationstar common stock may become holders of shares of WMIH common stock, which will be governed by WMIH's organizational documents. As a result, there will be differences between the rights currently enjoyed by Nationstar stockholders and the rights that Nationstar stockholders who become WMIH stockholders will have as stockholders of the combined company. See *Comparison of Stockholders Rights* beginning on page 203.



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**Table of Contents*****WMIH's Ability to Use Net Operating Loss Carryforwards and Other Tax Attributes to Offset Future Taxable Income May Become Limited as a Result of the Merger or Future Transactions in WMIH Stock.***

WMIH and Nationstar believe that WMIH will have net operating loss carryforwards for U.S. federal income tax purposes of approximately \$6 billion as of December 31, 2017. The pro forma adjustments reflected in the unaudited condensed combined balance sheet as of December 31, 2017 included in this joint proxy statement/prospectus include a \$1.02 billion release of the valuation allowance attributable to this deferred tax asset. Under Sections 382 and 383 of the Code, if a corporation undergoes an ownership change, the corporation's ability to use its pre-change net operating loss carryforwards and other pre-change tax attributes, such as its adjusted tax basis in its amortizable goodwill, to offset its post-change income and taxes may be limited. In general, an ownership change occurs if there is a cumulative increase in ownership by 5-percent shareholders (within the meaning of Section 382 of the Code) that exceeds 50 percentage points over a rolling three-year period. It is a condition to Nationstar's obligation to complete the merger that Nationstar receive a copy of a written opinion of BDO, to be delivered to WMIH and dated as of the closing date, to the effect that (based on the most current information available prior to the closing date as provided by WMIH to BDO and subject to customary assumptions and qualifications) (i) there should not have been an ownership change of WMIH under Section 382(g) of the Code since March 19, 2012, and (ii) the merger, taken together with the other transactions contemplated by the merger agreement and occurring on the closing date, should not result in ownership change of WMIH under Section 382(g) of the Code. It is a condition to Nationstar's obligation to complete the merger that such opinion be in form and substance reasonably satisfactory to Nationstar. The opinion will be based upon certain representations, including by WMIH, and the accuracy of those representations may affect the conclusion set forth in such opinion. The opinion will neither bind the Internal Revenue Service nor preclude the Internal Revenue Service from adopting a contrary position. In the event the merger causes an ownership change with respect to WMIH to occur on the effective date of the merger, Section 382 of the Code would apply to limit WMIH's use of any remaining net operating losses and other pre-change tax attributes after the effective date of the merger. Usage of WMIH's net operating losses and other pre-change tax attributes after the effective date of the merger would also be adversely affected if an ownership change within the meaning of Section 382 of the Code were to occur after the effective date of the merger. In order to reduce the likelihood of an ownership change after the effective date of the merger, WMIH common stock will generally be subject to certain transfer restrictions. However, there can be no assurances that these restrictions will prevent an ownership change from occurring in the future.

**Additional Risks Relating to WMIH and Nationstar After the Merger**

WMIH's and Nationstar's businesses are, and will continue to be, subject to the risks described in (i) Part I, Item 1A in WMIH's Annual Report on Form 10-K for the fiscal year ended December 31, 2017 and (ii) Part I, Item 1A in Nationstar's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, in each case, as such risks may be updated or supplemented in each company's subsequent Quarterly Reports on Form 10-Q or Current Reports on Form 8-K, all of which are filed with the SEC and incorporated by reference in this joint proxy statement/prospectus. See *Incorporation of Certain Documents by Reference* beginning on page 240.



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**NATIONSTAR SPECIAL MEETING OF STOCKHOLDERS**

**Date, Time and Place**

The special meeting of Nationstar stockholders will be held on June 29, 2018, at 2:00 p.m. local time, at Nationstar's offices, 8950 Cypress Waters Boulevard, Coppell, TX 75019. On or about June 1, 2018, Nationstar commenced mailing this joint proxy statement/prospectus and the enclosed form of proxy to its stockholders entitled to vote at the Nationstar special meeting.

**Purpose of Nationstar Special Meeting**

At the Nationstar special meeting, Nationstar stockholders will be asked to vote on the following proposals:

to adopt the merger agreement, a copy of which is attached as Appendix A to this joint proxy statement/prospectus;

to approve, on a non-binding, advisory basis, the compensation to be paid to Nationstar's named executive officers that is based on or otherwise relates to the merger, discussed under the section entitled *The Merger Merger-Related Compensation for Nationstar's Named Executive Officers* beginning on page 153; and

to approve one or more adjournments of the Nationstar special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger proposal.

**Recommendation of the Nationstar Board of Directors**

The Nationstar board of directors recommends that you vote **FOR** the merger proposal, **FOR** the merger-related compensation proposal and **FOR** the Nationstar adjournment proposal (if necessary or appropriate). See *The Merger Recommendation of the Nationstar Board of Directors and Reasons for the Merger* beginning on page 115.

**Nationstar Record Date and Quorum**

The Nationstar board of directors has fixed the close of business on May 21, 2018 as the record date for determining the holders of Nationstar common stock entitled to receive notice of and to vote at the Nationstar special meeting.

As of the record date, there were 98,227,421 shares of Nationstar common stock outstanding and entitled to vote at the Nationstar special meeting held by 308 holders of record. Each share of Nationstar common stock entitles the holder to one vote at the Nationstar special meeting on each proposal to be considered at the Nationstar special meeting.

To transact business at the Nationstar special meeting, a majority of the total number of outstanding shares of Nationstar common stock entitled to vote at the Nationstar special meeting must be present in person or represented by proxy. Abstentions will be treated as present at the Nationstar special meeting for purposes of determining the presence or absence of a quorum for the transaction of all business. In the event that a quorum is not present at the Nationstar special meeting, the holders of a majority of the voting shares represented at the special meeting, in person or by proxy, may adjourn the meeting from time to time to another time and/or place until a quorum is so present or

represented.

As of the record date, directors and executive officers of Nationstar and their affiliates owned and were entitled to vote 1,044,051 shares of Nationstar common stock, representing approximately 1% of the shares of Nationstar common stock outstanding on that date. Nationstar currently expects that its directors and executive officers will vote their shares in favor of the merger proposal, the merger-related compensation proposal and the Nationstar adjournment proposal (if necessary or appropriate), although none of them has entered into any agreements obligating them to do so. As of the record date, WMIH did not beneficially hold any shares of Nationstar common stock.

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### **Required Vote**

#### *Merger Proposal*

The affirmative vote of a majority of the outstanding shares of Nationstar common stock entitled to vote is required to approve the merger proposal.

As further discussed in the section entitled *Other Agreements KKR and Fortress Voting Agreements* beginning on page 182 of this joint proxy statement/prospectus, Fortress and WMIH have entered into the Fortress voting agreement, pursuant to which Fortress has agreed to vote shares representing approximately 69% of the aggregate voting power of the Nationstar common stock as of the date of this joint proxy statement/prospectus in favor of the adoption of the merger agreement. The shares subject to the Fortress voting agreement are sufficient to satisfy the majority approval requirement to approve the merger and the other transactions contemplated by the merger agreement.

#### *Merger-Related Compensation Proposal and Nationstar Adjournment Proposal*

Assuming a quorum is present, the affirmative vote of a majority of the votes present in person or represented by proxy and cast on the merger-related compensation proposal and the Nationstar adjournment proposal at the Nationstar special meeting is required to approve each such proposal.

### **Treatment of Abstentions; Failure to Vote**

For purposes of the Nationstar special meeting, an abstention occurs when a Nationstar stockholder attends the Nationstar special meeting, either in person or by proxy, but abstains from voting.

For the merger proposal, an abstention or failure to vote in person at the Nationstar special meeting will have the same effect as a vote **AGAINST** this proposal.

For the merger-related compensation proposal and the Nationstar adjournment proposal, an abstention or failure to vote in person at the Nationstar special meeting will have no effect on the outcome of the vote. For each of these proposals, abstentions are not treated as votes cast and will have no effect on the outcome of the vote, though abstentions are counted towards establishing a quorum.

### **Voting on Proxies; Incomplete Proxies**

Giving a proxy means that a Nationstar stockholder authorizes the persons named in the enclosed proxy card to vote its shares of Nationstar common stock at the Nationstar special meeting in the manner it directs. A Nationstar stockholder may vote by proxy or in person at the Nationstar special meeting. If you hold your shares of Nationstar common stock in your name as a stockholder of record, to submit a proxy, you, as a Nationstar stockholder, may complete and return the proxy card in the enclosed envelope by mail. The envelope requires no additional postage if mailed in the United States.

Nationstar requests that Nationstar stockholders vote by completing and signing the accompanying proxy and returning it to Nationstar as soon as possible in the enclosed postage-paid envelope. When the accompanying proxy is returned properly executed prior to the Nationstar special meeting, the shares of Nationstar common stock represented by it will be voted at the Nationstar special meeting in accordance with the instructions contained on the proxy card. If any proxy is returned without indication as to how to vote, the shares of Nationstar common stock represented by the proxy will be voted as recommended by the Nationstar board of directors.

If a Nationstar stockholder's shares are held in street name by a broker, bank or other nominee, the stockholder should check the voting form used by that firm to determine whether it may vote by telephone or the Internet.

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**YOUR VOTE IS VERY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES OF NATIONSTAR COMMON STOCK YOU OWN. Accordingly, each Nationstar stockholder should sign, date and return the enclosed proxy card, whether or not you plan to attend the Nationstar special meeting in person.**

**Shares Held in Street Name**

If you are a Nationstar stockholder and your shares are held in street name through a bank, broker or other holder of record, you must provide the record holder of your shares with instructions on how to vote the shares. Please follow the voting instructions provided by the bank or broker. You may not vote shares held in street name by returning a proxy card directly to Nationstar or by voting in person at the Nationstar special meeting unless you provide a legal proxy, which you must obtain from your broker, bank or other nominee. Further, brokers, banks or other nominees who hold shares of Nationstar common stock on behalf of their customers may not give a proxy to Nationstar to vote those shares with respect to any of the proposals without specific instructions from their customers, as brokers, banks and other nominees do not have discretionary voting power on these matters. Therefore, if you are a Nationstar stockholder and you do not instruct your broker, bank or other nominee on how to vote your shares:

your broker, bank or other nominee will not vote your shares on the merger proposal, which broker non-votes will have the same effect as a vote **AGAINST** these proposals; and

your broker, bank or other nominee will not vote your shares on the merger-related compensation proposal or the Nationstar adjournment proposal, which broker non-votes will have no effect on the vote count for such proposal.

**Revocability of Proxies and Changes to a Nationstar Stockholder's Vote**

If you have submitted your proxy and would like to revoke it, you may do so before your shares are voted at the Nationstar special meeting by: (i) filing a notice with the corporate secretary of Nationstar revoking your proxy, (ii) mailing a new, subsequently dated proxy card or (iii) by attending the Nationstar special meeting and electing to vote your shares in person. Your presence at the Nationstar special meeting alone will not revoke your proxy. If you have instructed a broker, bank or other nominee to vote your shares of Nationstar common stock, you must follow the directions you receive from your broker, bank or other nominee in order to change or revoke your vote.

Nationstar stockholders retain the right to revoke their proxies or change their voting instructions in the manner described above. Unless revoked, the shares represented by proxies or voting instructions will be voted at the Nationstar special meeting and all adjournments or postponements of the Nationstar special meeting. Proxies solicited on behalf of the Nationstar board of directors will be voted in accordance with the directions given on the proxy card or voting instructions. Where no instructions are indicated, the shares of Nationstar common stock represented by the proxy will be voted as recommended by the Nationstar board of directors.

**Solicitation of Proxies**

The cost of solicitation of proxies for the Nationstar special meeting will be borne by Nationstar. Nationstar will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy materials to the beneficial owners of Nationstar common stock. Nationstar has retained Alliance Advisors LLC to assist in the solicitation of proxies for a fee of approximately \$7,250 plus related fees for any additional services and reasonable out-of-pocket expenses. In addition to solicitations by mail, Nationstar's directors,

officers and regular employees may solicit proxies personally or by telephone without additional compensation.

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**Attending the Nationstar Special Meeting**

All Nationstar stockholders as of the record date, or their duly appointed proxies, may attend the Nationstar special meeting. Since seating is limited, admission to the Nationstar special meeting will be on a first-come, first-served basis. Registration and seating will begin at 1:00 p.m., local time.

If you plan to attend the Nationstar special meeting in person, please RSVP by marking the appropriate box on the proxy card, or via email to [Secretary@nationstarmail.com](mailto:Secretary@nationstarmail.com) with RSVP as the subject line. Also, if you are a registered stockholder and will be attending the meeting in person, please bring valid photo identification.

If your shares of Nationstar common stock are held in street name in a stock brokerage account or by a bank or nominee and you wish to attend the Nationstar special meeting, please bring evidence of your beneficial ownership of your shares (e.g., a copy of a recent brokerage statement showing the shares) and valid photo identification with you to the Nationstar special meeting. If you intend to vote in person at the Nationstar special meeting and you own your shares in street name, you also are required to bring to the Nationstar special meeting a legal proxy from your broker, bank or other intermediary.

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**NATIONSTAR PROPOSALS**

**Merger Proposal**

As discussed elsewhere in this joint proxy statement/prospectus, Nationstar stockholders will consider and vote on a proposal to adopt the merger agreement. Nationstar stockholders must adopt the merger agreement in order for the merger to occur. If Nationstar stockholders fail to adopt the merger agreement, the merger will not occur.

Accordingly, Nationstar is asking Nationstar stockholders to vote to adopt the merger agreement, either by attending the Nationstar special meeting and voting in person or by submitting a proxy. You should carefully read this joint proxy statement/prospectus in its entirety for more detailed information concerning the merger agreement and the transactions contemplated thereby. In particular, you are urged to read the merger agreement in its entirety, which is attached as Appendix A to this joint proxy statement/prospectus.

Nationstar stockholders must approve the merger proposal in order for the merger to occur. The affirmative vote of a majority of the outstanding shares of Nationstar common stock entitled to vote thereon is required to approve the merger proposal. If Nationstar stockholders fail to approve the merger proposal, the merger will not occur. As further discussed in section entitled *Other Agreements KKR and Fortress Voting Agreements* beginning on page 182 of this joint proxy statement/prospectus, Fortress and WMIH have entered into the Fortress voting agreement, pursuant to which Fortress has agreed to vote shares representing approximately 69% of the aggregate voting power of the Nationstar common stock as of the date of this joint proxy statement/prospectus in favor of the adoption of the merger agreement. The shares subject to the Fortress voting agreement are sufficient to satisfy the majority approval requirement to approve the merger and the other transactions contemplated by the merger agreement.

For the merger proposal, you may vote **FOR**, **AGAINST** or **ABSTAIN**. If you abstain or if your shares are not present at the Nationstar special meeting, it will have the same effect as a vote **AGAINST** the adoption of the merger agreement. If you hold your Nationstar common stock through a broker, bank or other nominee and you do not instruct your broker, bank or other nominee on how to vote your shares on the merger proposal, your broker, bank or other nominee will not vote your shares on the merger proposal, which broker non-votes will have the same effect as a vote **AGAINST** such proposal.

**The Nationstar board of directors, following the unanimous recommendation of the Nationstar special committee, unanimously recommends that Nationstar stockholders vote **FOR** the merger proposal.**

**Merger-Related Compensation Proposal**

Pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and Rule 14a-21(c) of the Exchange Act, Nationstar is seeking non-binding, advisory stockholder approval of the compensation of Nationstar's named executive officers that is based on or otherwise relates to the merger as disclosed in *The Merger Merger-Related Compensation for Nationstar's Named Executive Officers* beginning on page 153. The proposal gives Nationstar's stockholders the opportunity to express their views on the merger-related compensation of Nationstar's named executive officers. Accordingly, Nationstar is requesting stockholders to adopt the following resolution, on a non-binding, advisory basis:

**RESOLVED, that the compensation that may be paid or become payable to Nationstar's named executive officers, in connection with the merger, and the agreements or understandings pursuant to which such compensation may be paid or become payable, in each case as disclosed pursuant to Item 402(t) of Regulation S-K in *The Merger Merger-Related Compensation for Nationstar's Named Executive Officers*, are**



**hereby APPROVED .**

The vote on this proposal is a vote separate and apart from the vote to approve the merger proposal. Accordingly, you may vote not to approve this proposal on merger-related compensation and benefits to be paid or provided to named executive officers of Nationstar and vote to approve the merger proposal and vice versa. The vote is

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advisory in nature and, therefore, is not binding on Nationstar or on WMIH or the boards of directors or the compensation committees of Nationstar or WMIH, regardless of whether the merger proposal is approved. Approval of the non-binding, advisory proposal with respect to the compensation that may be received by Nationstar's named executive officers in connection with the merger is not a condition to completion of the merger, and failure to approve this advisory matter will have no effect on the vote to approve the merger proposal. The merger-related compensation to be paid to named executive officers in connection with the merger is based on contractual arrangements with the named executive officers and accordingly the outcome of this advisory vote will not affect the obligation to make these payments.

For the merger-related compensation proposal, you may vote **FOR**, **AGAINST** or **ABSTAIN**. If your shares are not present at the Nationstar special meeting, it will have no effect on the merger-related compensation proposal (assuming a quorum is present). If you abstain, your abstention will have no effect on the merger-related compensation proposal, although it will be counted toward establishing a quorum. If you hold your Nationstar common stock through a broker, bank or other nominee and you do not instruct your broker, bank or other nominee on how to vote your shares on the merger-related compensation proposal, your broker, bank or other nominee will not vote your shares on the merger-related compensation proposal, which broker non-votes will have no effect on the vote count for such proposal.

**The Nationstar board of directors recommends that Nationstar stockholders vote **FOR** the merger-related compensation proposal.**

## **Nationstar Adjournment Proposal**

The Nationstar special meeting may be adjourned to another time or place, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger proposal.

If, at the Nationstar special meeting, the number of shares of Nationstar common stock present in person or represented by proxy and voting in favor of the merger proposal is insufficient to approve the merger proposal, Nationstar intends to move to adjourn the Nationstar special meeting in order to enable the Nationstar board of directors to solicit additional proxies for the approval of the merger proposal.

In the Nationstar adjournment proposal, Nationstar is asking its stockholders to authorize the holder of any proxy solicited by the Nationstar board of directors to vote in favor of granting discretionary authority to the proxy holders, and each of them individually, to adjourn the Nationstar special meeting to another time and/or place for the purpose of soliciting additional proxies. If the Nationstar stockholders approve the Nationstar adjournment proposal, Nationstar could adjourn the Nationstar special meeting and any adjourned session of the Nationstar special meeting and use the additional time to solicit additional proxies, including the solicitation of proxies from Nationstar stockholders who have previously voted. Nationstar does not intend to call a vote on adjournment of the special meeting to solicit additional proxies if the merger proposal is approved at the special meeting. Pursuant to the merger agreement, Nationstar is required to adjourn the special meeting to solicit additional proxies twice.

For the Nationstar adjournment proposal, you may vote **FOR**, **AGAINST** or **ABSTAIN**. If your shares are not present at the Nationstar special meeting, it will have no effect on the Nationstar adjournment proposal (assuming a quorum is present). If you abstain, your abstention will have no effect on the Nationstar adjournment proposal, although it will be counted toward establishing a quorum. If you hold your Nationstar common stock through a broker, bank or other nominee and you do not instruct your broker, bank or other nominee on how to vote your shares on the adjournment proposal, your broker, bank or other nominee will not vote your shares on the adjournment proposal, which broker non-votes will have no effect on the vote count for such proposal.

**The Nationstar board of directors unanimously recommends that Nationstar stockholders vote FOR the Nationstar adjournment proposal (if necessary or appropriate).**

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**WMIH ANNUAL MEETING OF STOCKHOLDERS**

**Date, Time and Place**

The annual meeting of WMIH stockholders will be held on June 29, 2018, at 3:00 p.m. local time, at the offices of Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036. On or about June 1, 2018, WMIH commenced mailing this joint proxy statement/prospectus and the enclosed form of proxy to its stockholders entitled to vote at the WMIH annual meeting.

**Purpose of WMIH Annual Meeting**

At the WMIH annual meeting, WMIH stockholders will be asked to vote on the following proposals:

to approve the issuance of 416,300,000 shares of WMIH common stock to be issued as a portion of the merger consideration pursuant to the merger agreement;

to elect a board of directors consisting of seven members, each to serve until the earliest of the next annual meeting of WMIH stockholders, his or her resignation or removal or his or her successor is duly elected and qualified or appointed;

to ratify the appointment of BPM LLP as WMIH's independent registered public accounting firm for the fiscal year ending December 31, 2018;

to approve, on an advisory basis, the compensation of WMIH's named executive officers;

to approve one or more adjournments of the WMIH annual meeting, if necessary or appropriate, to permit further solicitation of proxies in favor of the stock issuance proposal; and

to transact such other business as may properly come before the meeting or any adjournments or postponements thereof.

**Recommendation of the WMIH Board of Directors**

The WMIH board of directors recommends that you vote **FOR** the stock issuance proposal, **FOR** each of the director nominees selected by the WMIH board of directors for the director election, **FOR** the accountant ratification proposal, **FOR** the advisory compensation proposal and **FOR** the WMIH adjournment proposal (if necessary or appropriate). See *The Merger Recommendation of the WMIH Board of Directors and Reasons for the Merger* beginning on page 133.

**WMIH Record Date and Quorum**

The WMIH board of directors has fixed the close of business on May 21, 2018 as the record date for determining the holders of shares of WMIH common stock entitled to receive notice of and to vote at the WMIH annual meeting.

As of the record date, there were 206,714,132 shares of WMIH common stock outstanding and entitled to vote at the WMIH annual meeting held by 9,731 holders of record, 1,000,000 shares of WMIH Series A preferred stock outstanding and entitled to vote at the WMIH annual meeting held by one holder of record and 600,000 shares of WMIH Series B preferred stock outstanding and entitled to vote at the WMIH annual meeting held by 21 holders of record. Each WMIH common share entitles the holder to one vote at the WMIH annual meeting on each proposal to be considered at the WMIH annual meeting. The holders of WMIH Series A preferred stock and WMIH Series B preferred stock outstanding on the record date are entitled to an aggregate of 10,065,629 votes and 444,444,444 votes, respectively, at the WMIH annual meeting.

To transact business at the WMIH annual meeting, at least a majority in voting power of the outstanding shares of WMIH stock entitled to vote at the meeting must be present in person or represented by proxy. Abstentions will be treated as present at the WMIH annual meeting for purposes of determining the presence or absence of a quorum for the transaction of all business. Because the accountant ratification proposal is a discretionary item

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upon which brokers may vote even if you do not provide them with voting instructions, there can be broker non-votes at the WMIH annual meeting, and shares with respect to broker non-votes cast as to non-discretionary items will be counted as present at the meeting for quorum purposes, even if you fail to provide instructions to your broker, bank or other nominee on how to vote on such non-discretionary items. In the event that a quorum is not present at the WMIH annual meeting, the holders of a majority of the votes represented at the annual meeting, in person or represented by proxy, may adjourn the meeting from time to time to another time and/or place until a quorum is so present or represented.

As of the record date, directors and executive officers of WMIH and their affiliates (not including entities affiliated with KKR) owned 5,593,591 shares of WMIH common stock and no shares of WMIH preferred stock and were entitled to 5,593,591 votes, representing approximately 1.0% of the total number of votes entitled to be cast at the WMIH annual meeting. As of the record date, Wand Investors owns 1,000,000 shares of WMIH Series A preferred stock, and Wand Holdings owns 200,000 shares of WMIH Series B preferred stock, and the KKR Entities and Nationstar have entered into the KKR voting agreement, pursuant to which each of the KKR Entities has agreed, subject to certain exceptions, to vote all of its beneficially owned shares of WMIH stock, or approximately 24% of the total voting power of the outstanding shares of WMIH stock as of May 21, 2018 in favor of the proposal to approve the stock issuance proposal and the WMIH adjournment proposal (if necessary or appropriate). All of WMIH's directors and executive officers who hold shares of WMIH stock entitled to vote have each entered into a voting agreement with Nationstar to, subject to certain exceptions, vote all of his or her beneficially owned shares of WMIH stock in favor of the stock issuance proposal and the WMIH adjournment proposal (if necessary or appropriate). WMIH currently expects that its directors and executive officers will vote their shares in favor of the accountant ratification proposal and the advisory compensation proposal and in favor of each of the director nominees selected by the WMIH board of directors for the director election, although none of them has entered into any agreements obligating them to do so. As of the record date, Nationstar did not beneficially hold any shares of WMIH stock.

**Required Vote***Stock Issuance Proposal, Accountant Ratification Proposal, Advisory Compensation Proposal and WMIH Adjournment Proposal*

Assuming a quorum is present, the affirmative vote of the holders of at least a majority in voting power of the outstanding WMIH stock entitled to vote and who are present in person or represented by proxy at the WMIH annual meeting and entitled to vote on each of the stock issuance proposal, the accountant ratification proposal, the advisory compensation proposal and the WMIH adjournment proposal, respectively, is required to approve each such proposal.

*Director Election*

In the director election, the seven nominees for the WMIH board of directors receiving the highest number of affirmative votes cast at the meeting, in person or by proxy, will be elected as directors because directors are elected by a plurality of the votes cast.

**Treatment of Abstentions; Failure to Vote**

For purposes of the WMIH annual meeting, an abstention occurs when a WMIH stockholder attends the WMIH annual meeting, either in person or represented by proxy, but abstains from voting.

With respect to the stock issuance proposal, the advisory compensation proposal, the accountant ratification proposal or the WMIH adjournment proposal, an abstention or failure to vote will have the same effect as a vote **AGAINST**

these proposals. With respect to the director election, if a WMIH stockholder present in person at the WMIH annual meeting abstains from voting, or responds by proxy with a withhold vote, it will have no effect on the outcome of the director election because directors are elected by a plurality of the votes cast.

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### **Voting on Proxies; Incomplete Proxies**

Giving a proxy means that a WMIH stockholder authorizes the persons named in the enclosed proxy card to vote its shares at the WMIH annual meeting in the manner it directs. A WMIH stockholder may vote by proxy or in person at the WMIH annual meeting. If you hold your shares of WMIH stock in your name as a stockholder of record, to submit a proxy, you, as a WMIH stockholder, may use one of the following methods:

By telephone: Use any touch-tone telephone to vote your proxy 24 hours a day, 7 days a week. Have your proxy card handy when you call. You will be prompted to enter your control number(s) located on your proxy card, and then follow the directions given.

Through the Internet: Use the Internet to vote your proxy 24 hours a day, 7 days a week. Have your proxy card handy when you access the website. You will be prompted to enter your control number(s) located on your proxy card to create and submit an electronic ballot.

By mail: Complete and return the proxy card in the enclosed envelope. The envelope requires no additional postage if mailed in the United States.

WMIH requests that WMIH stockholders vote by telephone, over the Internet or by completing and signing the accompanying proxy and returning it to WMIH as soon as possible in the enclosed postage-paid envelope. When the accompanying proxy is returned properly executed, the shares of WMIH stock represented by it will be voted at the WMIH annual meeting in accordance with the instructions contained on the proxy card. If any proxy is returned without indication as to how to vote, the shares of WMIH stock represented by the proxy will be voted as recommended by the WMIH board of directors.

If a WMIH stockholder's shares are held in street name by a broker, bank or other nominee, the stockholder should check the voting form used by such broker, bank or other nominee to determine whether it may vote by telephone or the Internet.

**YOUR VOTE IS VERY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES OF WMIH STOCK YOU OWN. Accordingly, each WMIH stockholder should sign, date and return the enclosed proxy card, or vote via the Internet or by telephone, whether or not the WMIH stockholder plans to attend the WMIH annual meeting in person.**

### **Shares Held in Street Name**

If you are a WMIH stockholder and your shares are held in street name through a broker, bank or other nominee, your broker, bank or other nominee's ability to vote your shares for you is governed by the rules of the NASDAQ. Without your specific instruction, a broker, bank or other nominee may only vote your shares on routine proposals. As such, your broker, bank or other nominee will submit a proxy card on your behalf as to routine proposals but leave your shares unvoted on non-routine proposals this is known as a broker non-vote. The stock issuance proposal, the director election, the advisory compensation proposal and the WMIH adjournment proposal are regarded as non-routine matters and your broker, bank or other nominee will not vote on these matters without instructions from you. Therefore, if you are a WMIH stockholder holding your shares in street name and you do not instruct your broker, bank or other nominee on how to vote your shares:



your broker, bank or other nominee will not vote your shares on the stock issuance proposal, the director election, the advisory compensation proposal or the WMIH adjournment proposal, which will have no effect on the vote count for such proposal; and

your broker, bank or other nominee may vote your shares on the accountant ratification proposal.

**Revocability of Proxies and Changes to WMIH Stockholder s Vote**

If you have submitted your proxy and would like to revoke it, you may do so before your shares are voted at the WMIH annual meeting by: (i) filing a notice with the Secretary of WMIH revoking your proxy, (ii) filing a new,

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subsequently dated proxy (whether by proxy card, online or telephone) or (iii) by attending the WMIH annual meeting and electing to vote your shares in person. Your presence at the WMIH annual meeting alone will not revoke your proxy. If you are a WMIH stockholder of record and you choose to send a written notice or to mail a new proxy, you must submit your notice of revocation or your new proxy to WMIH Corp., Attention: Secretary, 800 Fifth Avenue, Suite 4100, Seattle, Washington 98104, and it must be received at any time before the vote is taken at the WMIH annual meeting. Any proxy that you submitted may also be revoked by submitting a new proxy via the Internet or by telephone, not later than 11:59 p.m. Eastern Time on June 28, 2018, or by voting in person at the meeting. If you have instructed a broker, bank or other nominee to vote your shares of WMIH stock, you must follow the directions you receive from your broker, bank or other nominee in order to change or revoke your vote.

## **Solicitation of Proxies**

WMIH is soliciting proxies for the WMIH annual meeting from WMIH stockholders. WMIH will bear all of the costs of soliciting proxies from WMIH stockholders, other than certain costs related to the production and distribution of this joint proxy statement/prospectus. WMIH has retained MacKenzie Partners, Inc. to assist in the solicitation of proxies for the annual meeting for a fee of approximately \$10,000, plus reimbursement of reasonable out-of-pocket expenses. Directors, officers and employees of WMIH and its subsidiaries may also solicit the return of proxies, but will not receive additional compensation for these efforts. WMIH will request that banks, brokers and other nominees send proxy materials to all beneficial owners and upon request will reimburse them for their expenses. Solicitations may be made by mail, telephone or other means.

## **Attending the WMIH Annual Meeting**

If you attend the WMIH annual meeting in person, you will be asked to present photo identification (such as a state-issued driver's license) and proof that you own shares of WMIH stock before entering the meeting. If you are a holder of record, the top half of your proxy card is your admission ticket. If you hold shares in street name (through a broker, bank or other nominee), a recent brokerage statement or a letter from your broker, bank or other nominee showing your holdings of shares of WMIH stock is proof of ownership. If you want to vote shares that you hold in street name at the WMIH annual meeting, you must bring a legal proxy in your name from the broker, bank or other nominee that holds your shares.

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**WMIH PROPOSALS**

**Stock Issuance Proposal**

As discussed elsewhere in this joint proxy statement/prospectus, WMIH stockholders will consider and vote on a proposal to approve the issuance of 416,300,000 shares of WMIH common stock to be issued as a portion of the merger consideration pursuant to the merger agreement and of 21,197,619 shares of WMIH common stock in exchange for WMIH warrants. WMIH stockholders must approve the stock issuance proposal in order for the merger to occur. If WMIH stockholders fail to approve the stock issuance proposal, the merger will not occur.

Accordingly, WMIH is asking WMIH stockholders to vote to approve the stock issuance proposal, either by attending the WMIH annual meeting and voting in person or by submitting a proxy. You should carefully read this joint proxy statement/prospectus in its entirety for more detailed information concerning the merger agreement and the transactions contemplated thereby. In particular, you are urged to read the merger agreement in its entirety, which is attached as Appendix A to this joint proxy statement/prospectus.

WMIH stockholders must approve the stock issuance proposal in order for the merger to occur. If WMIH stockholders fail to approve the stock issuance proposal, the merger will not occur. For the stock issuance proposal, you may vote **FOR**, **AGAINST** or **ABSTAIN**. If your shares are not present at the WMIH annual meeting, it will have no effect on the stock issuance proposal (assuming a quorum is present). If you are present at the WMIH annual meeting and abstain or fail to vote, it will have the same effect as a vote **AGAINST** the stock issuance proposal. If you hold your shares of WMIH stock through a broker, bank or other nominee and you do not instruct your broker, bank or other nominee on how to vote your shares on the stock issuance proposal, your broker, bank or other nominee will not vote your shares on the stock issuance proposal, which broker non-votes will have no effect on the outcome of the vote.

**The WMIH board of directors unanimously recommends that WMIH stockholders vote **FOR** the stock issuance proposal.**

**Director Election**

WMIH's charter and bylaws provide that the number of directors that constitute the entire WMIH board of directors will not be more than eleven, or such greater number as may be determined by the WMIH board of directors. Currently, the number of directors is seven.

Each of WMIH's current directors, William C. Gallagher, Diane B. Glossman, Christopher J. Harrington, Tagar C. Olson, Michael J. Renoff, Steven D. Scheiwe and Michael L. Willingham, has been recommended for nomination by the WMIH nominating and corporate governance committee and nominated by the WMIH board of directors to stand for re-election as directors for an additional one-year term to serve until the earliest of the next annual meeting of stockholders, his or her resignation or removal or his or her successor is duly elected and qualified or appointed. Following the merger, WMIH expects Christopher J. Harrington, Tagar C. Olson and Steven D. Scheiwe to remain on the board of directors of the combined company and that each of Ms. Glossman and Messrs. Gallagher, Renoff and Willingham will resign.

If for any reason any of these nominees should become unavailable for, proxies will be voted for the election of such substitute nominee as the WMIH board of directors in its discretion may recommend. Proxies cannot be voted for more than seven nominees. Each director who is elected shall serve until the earliest of the next annual meeting of stockholders, his or her resignation or removal or his or her successor is duly elected and qualified or appointed. If a vacancy occurs after the WMIH annual meeting, the WMIH board of directors may elect a replacement to serve for

the remainder of the unexpired term.

Following a recommendation from the WMIH nominating and corporate governance committee, the WMIH board of directors has determined that each of the following members is an independent director under Rule 5605(a)(2) of the NASDAQ listing standards: Diane B. Glossman, Michael J. Renoff, Steven D. Scheiwe and Michael L. Willingham.

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The WMIH board of directors recommends each of the following nominees for director:

*WILLIAM C. GALLAGHER*, (age 59). Mr. Gallagher is WMIH's Chief Executive Officer and has served as a director since May 2015. Mr. Gallagher previously served as a consultant of WMIH since November 21, 2014. Mr. Gallagher served as an Executive Vice President and member of the board of directors at Capmark Financial Group Inc., a commercial real estate finance company ( Capmark ), from November 2014 until May 2015. Mr. Gallagher served as President and CEO of Capmark from February 2011 to November 2014. He was Executive Vice President and Chief Risk Officer of Capmark from March 2009 to February 2011. Prior to joining Capmark, Mr. Gallagher was the Chief Credit Officer of RBS Greenwich Capital, a financial services company, from September 1989 to February 2009. Mr. Gallagher is a member of the WMIH corporate strategy and development committee (which we refer to as the WMIH CS&D committee ).

*The WMIH board of directors has nominated Mr. Gallagher for election as a director because of his senior management, operating and business experience, his leadership skills as a director and chief executive officer and his significant experience with acquisitions and risk management within the financial institutions sector.*

*DIANE B. GLOSSMAN*, (age 62). Ms. Glossman has served as a director since 2012. Ms. Glossman is a retired investment analyst with over 25 years of experience as an analyst and 20 years of governance experience on boards. In addition to her service on behalf of WMIH, Ms. Glossman currently serves on the boards of directors of Ambac Assurance Company, Bucks County SPCA, Live Oak Bancshares, Barclays US LLC and Barclays Bank Delaware. Previously, Ms. Glossman served on the board of directors of QBE North America from 2013 – 2016, Powa Technologies Group Ltd. from 2013-2016; A.M. Todd Company from 1998 to July 2011; and as an independent trustee on State Street Global Advisors mutual fund board from October 2009 to April 2011. Ms. Glossman chairs the WMIH compensation committee and is a member of the WMIH audit committee, the WMIH finance committee and the WMIH nominating and corporate governance committee.

*The WMIH board of directors has nominated Ms. Glossman for election as a director because of her high level of financial literacy and business experience as an investment analyst, reviewing and forecasting performance for companies in various industries, particularly in the financial services industry and her experience as a director.*

*CHRISTOPHER J. HARRINGTON*, (age 36). Mr. Harrington has served as a director since June 2017 and is a Member of KKR, a global asset manager working in private equity and fixed income. He joined KKR in 2008 and is a senior member of the firm's financial services industry team within the Americas Private Equity platform. Mr. Harrington has been involved with KKR's investments in Alliant Insurance Services, Focus Financial Partners, Privilege Underwriters (PURE), Santander Consumer USA, Sedgwick Claims Management Services, USI Insurance Services and WMIH Corp and has extensive experience in corporate financings, mergers, acquisitions, investments and strategic transactions. Previously, Mr. Harrington was with Merrill Lynch & Co. in New York, where he was involved in a variety of acquisitions, divestitures, and other corporate advisory transactions. He holds an A.B., magna cum laude, from Harvard College and a J.D., magna cum laude, from Harvard Law School.

*The WMIH board of directors has nominated Mr. Harrington for election as a director because of his significant experience in the acquisition of financial services companies, the breadth of his contacts in the financial services and private equity industries and the extensive time he has spent working with WMIH on identifying and analyzing potential acquisition targets for WMIH.*

*TAGAR C. OLSON*, (age 40). Mr. Olson has served as a director since May 2015, appointed by KKR Fund, and served as an observer to the WMIH board of directors from March 13, 2014 until becoming a director. Mr. Olson is a Member of KKR, a global asset manager working in private equity and fixed income. He joined KKR in 2002, and he

currently serves as head of KKR's financial services industry team and as a member of the Investment Committee within KKR's Private Equity platform. Mr. Olson currently serves on the boards of

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directors of Alliant Insurance Services, First Data Corporation, Privilege Underwriters (PURE) and Sedgwick, Inc. He has played a significant role in many of KKR's other investments in the financial services sector over the past decade, including Latitude Financial, Legg Mason, Nephila and Santander Consumer USA. Prior to joining KKR, Mr. Olson was with Evercore Partners Inc., a New York-based global investment banking advisory and investment management firm, starting in 1999, where he was involved in a number of private equity transactions and mergers and acquisitions. Mr. Olson holds a B.S. and B.A.S., summa cum laude, from the University of Pennsylvania. He is a member of the Board of Overseers at NYU Langone Medical Center. Mr. Olson chairs the WMIH CS&D committee.

*The WMIH board of directors has nominated Mr. Olson for election as a director because of his extensive experience in corporate financings, mergers, acquisitions, investments and strategic transactions, his relationships in the investment banking and private equity industries and his experience in identifying potential merger and acquisition candidates.*

**MICHAEL J. RENOFF**, (age 43). Mr. Renoff has served as a director since March 2012. Mr. Renoff has served as Senior Analyst of Old Bell Associates, LLC ( Old Bell ) since 2008. Old Bell Partners, L.P. ( Old Bellows ), an affiliate of Old Bell, is the investment manager to Scoggin Worldwide Fund Ltd., which owns shares in WMIH. In addition, Scoggin Management LP, an affiliate of Old Bell and Old Bellows, is an investment manager to Scoggin International Fund Ltd., which owns shares of WMIH. Mr. Renoff is a member of the WMIH audit committee and the WMIH CS&D committee.

*The WMIH board of directors has nominated Mr. Renoff for election as a director because of his high level of financial literacy, his qualifications as a chartered financial analyst, his over 15 years of investment experience in the financial services industry and his experience as a director.*

**STEVEN D. SCHEIWE**, (age 57). Mr. Scheiwe has served as a director since March 2012. Since 2001 Mr. Scheiwe has been President of Ontrac Advisors, Inc., which offers analysis and management services to private equity groups, privately held companies and funds managing distressed corporate debt issues. Mr. Scheiwe also serves on the board of directors of Alimco Financial Corporation (formerly known as Alliance Semiconductor Corp) and Verso Corporation. During the last five years he has also served on the board of directors of FiberTower Corporation, Primus Telecommunications Group, Inc., and Mississippi Phosphates Corporation. Mr. Scheiwe is chair of the WMIH board of directors, the WMIH finance committee and the WMIH nominating and corporate governance committee and a member of the WMIH compensation committee and the WMIH audit committee.

*The WMIH board of directors has nominated Mr. Scheiwe for election as a director because of his high level of financial literacy, broad experience serving as a board member of public and private companies, his experience in mergers, acquisitions and financing, his experience serving on compensation committees and his qualification as an audit committee financial expert .*

**MICHAEL L. WILLINGHAM**, (age 47). Mr. Willingham has served as a director since March 2012. Since June 2002, Mr. Willingham has been a principal at Willingham Services, which provides consulting advice for a diverse portfolio of clients and constituencies regarding strategic considerations involving complex litigation across a variety of industries, including energy, financial services and varying wholesale/retail products. Mr. Willingham is a member of the Trust Advisory Board and Litigation Subcommittee of WMI Liquidating Trust (which we refer to as the Trust ). Mr. Willingham chairs the WMIH audit committee and is a member of the WMIH compensation committee, the WMIH nominating and corporate governance committee and the WMIH finance committee.





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*The WMIH board of directors has nominated Mr. Willingham for election as a director because of his high level of financial literacy, his experience in recovering significant value for stockholders, estates and creditors in various bankruptcy cases, his experience negotiating complex financial instruments, including hedging derivatives and credit agreements, and his experience as a director.*

### *Director Relationships*

WMIH is party to an Investor Rights Agreement (which we refer to as the investor rights agreement ) with Wand Holdings, pursuant to which, for so long as Wand Holdings owns, in the aggregate, at least 50% of the WMIH Series A preferred stock issued as of January 30, 2014 (or the underlying common stock), Wand Holdings will have the right to appoint one of the seven directors that currently comprise WMIH's board of directors. If WMIH's board of directors consists of eight or more directors, Wand Holdings has the right to appoint two directors. Messrs. Olson and Harrington were previously appointed pursuant to this right. WMIH continues to believe that its strategic relationship with KKR merits the nomination of, and election of, both Messrs. Olson and Harrington to WMIH's board of directors.

For a further description of the investor rights agreement and the relationship between WMIH and KKR and certain of its affiliates, see *Other Matters Relating to the WMIH Annual Meeting Certain Relationships and Related Party Transactions* .

Mr. Willingham is currently a member of the Trust Advisory Board of the Trust. The Trust is not considered an affiliate of WMIH. To avoid any potential conflict, the Trust's governance procedures require Mr. Willingham to recuse himself from any decision of the Trust Advisory Board that relates to matters involving WMIH. Any applicable related party transactions that arise during the life of the Trust will be elevated to the Trust Advisory Board, as required, for further consideration.

For the director election, you may vote **FOR** or **WITHHOLD** for each director nominee. A **WITHHOLD** vote will have no effect on the director election. If your shares are not present at the WMIH annual meeting, it will have no effect on the director election (assuming a quorum is present). If you are present at the WMIH annual meeting but fail to vote, it will have no effect on the director election. If you hold your shares of WMIH stock through a broker, bank or other nominee and you do not instruct your broker, bank or other nominee on how to vote your shares on the director election, your broker, bank or other nominee will not vote your shares on the director election, which broker non-votes will have no effect on the vote count for such proposal.

**The WMIH board of directors unanimously recommends that WMIH stockholders vote **FOR** the election of each of the foregoing nominees for director.**

### **Accountant Ratification Proposal**

The WMIH audit committee has selected BPM LLP (formerly known as Burr Pilger Mayer, Inc.), as WMIH's independent registered public accounting firm for the fiscal year ending December 31, 2018. Although the appointment of BPM LLP as WMIH's independent registered public accounting firm is not required to be submitted to a vote of the stockholders by WMIH's charter documents or applicable law, the WMIH board of directors has decided to ask the stockholders to ratify the appointment. If the stockholders do not ratify the appointment of BPM LLP, the WMIH board of directors will ask the WMIH audit committee to reconsider its selection, but there can be no assurance that a different selection will be made.

For more information regarding WMIH's independent registered public accounting firm, see *Other Matters Relating to the WMIH Annual Meeting Matters Relating to WMIH's Auditors* .

For the accountant ratification proposal, you may vote FOR , AGAINST or ABSTAIN . An abstention will have the same effect as a vote AGAINST the accountant ratification proposal. If your shares are not present at the WMIH annual meeting, it will have no effect on the accountant ratification proposal (assuming a quorum is

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present). If you abstain at the WMIH annual meeting, it will have the same effect as a vote **AGAINST** the accountant ratification proposal. If you hold your shares of WMIH stock through a broker, bank or other nominee and you do not instruct your broker, bank or other nominee on how to vote your shares on the accountant ratification proposal, your broker, bank or other nominee may vote your shares on the accountant ratification proposal.

**The WMIH board of directors unanimously recommends that WMIH stockholders vote **FOR** the ratification of the appointment of BPM LLP as WMIH's independent registered public accounting firm for the fiscal year ending December 31, 2018.**

**Advisory Compensation Proposal**

WMIH is asking WMIH stockholders to approve an advisory (non-binding) resolution on its named executive officer compensation as disclosed in this joint proxy statement/prospectus. As described below in *Other Matters Relating to the WMIH Annual Meeting Compensation Discussion and Analysis*, the WMIH compensation committee has structured WMIH's executive compensation program in a way that it believes will attract and retain highly qualified executive officers. WMIH's compensation committee and board of directors believe that the compensation policies and procedures articulated in *Other Matters Relating to the WMIH Annual Meeting Compensation Discussion and Analysis* are effective in achieving WMIH's goals.

WMIH urges stockholders to read the *Other Matters Relating to the WMIH Annual Meeting Compensation Discussion and Analysis* section of this joint proxy statement/prospectus, including the *Compensation Discussion and Analysis* that discusses WMIH's named executive officer compensation for fiscal year 2017 in more detail, as well as the *Summary Compensation Table* and other related compensation tables, notes and narrative, which provide detailed information on the compensation of WMIH's named executive officers.

At WMIH's 2013 annual meeting, WMIH stockholders recommended, on an advisory basis, an annual frequency of shareholder advisory votes on executive compensation. WMIH intends to follow the WMIH stockholders recommendation and include a stockholder advisory vote on executive compensation on an annual basis until the next required Say-on-Frequency vote. Accordingly, WMIH is asking WMIH stockholders to approve the following resolution at the WMIH annual meeting:

RESOLVED, that the stockholders of WMIH Corp. (the **Company**) approve, on an advisory basis, the compensation of the **Company's** named executive officers as disclosed in this joint proxy statement/prospectus for the **Company's** 2018 Annual Meeting of Stockholders.

Although this proposal, commonly referred to as a **say-on-pay** vote, is an advisory vote that will not be binding on WMIH's board of directors or compensation committee, the WMIH board of directors and compensation committee will consider the results of this advisory vote when making future decisions regarding WMIH's named executive officer compensation programs.

For the advisory compensation proposal, you may vote **FOR**, **AGAINST** or **ABSTAIN**. An abstention will have the same effect as a vote **AGAINST** the advisory compensation proposal. If your shares are not present at the WMIH annual meeting, it will have no effect on the advisory compensation proposal (assuming a quorum is present). If you hold your shares of WMIH stock through a broker, bank or other nominee and you do not instruct your broker, bank or other nominee on how to vote your shares on the advisory compensation proposal, your broker, bank or other nominee will not vote your shares on the advisory compensation proposal, which broker non-votes will have no effect on the vote count for such proposal.

**The WMIH board of directors unanimously recommends that WMIH stockholders vote FOR the approval, on an advisory basis, of the compensation of WMIH s named executive officers.**

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**WMIH Adjournment Proposal**

The WMIH annual meeting may be adjourned to another time or place, if necessary or appropriate, to permit further solicitation of proxies in favor of the stock issuance proposal.

If, at the WMIH annual meeting, the number of shares of WMIH stock present in person or represented by proxy and voting in favor of the stock issuance proposal is insufficient to approve the stock issuance proposal, WMIH intends to move to adjourn the WMIH annual meeting in order to enable the WMIH board of directors to solicit additional proxies for the approval of the stock issuance proposal.

In the WMIH adjournment proposal, WMIH is asking its stockholders to authorize the holder of any proxy solicited by the WMIH board of directors to vote in favor of granting discretionary authority to the proxy holders, and each of them individually, to adjourn the WMIH annual meeting to another time and/or place for the purpose of soliciting additional proxies. If the WMIH stockholders approve the WMIH adjournment proposal, WMIH could adjourn the WMIH annual meeting and any adjourned session of the WMIH annual meeting and use the additional time to solicit additional proxies, including the solicitation of proxies from WMIH stockholders who have previously voted. WMIH does not intend to call a vote on adjournment of the annual meeting to solicit additional proxies if the stock issuance proposal is approved at the annual meeting. Pursuant to the merger agreement, WMIH is required to adjourn the annual meeting to solicit additional proxies one or more times so long as the annual meeting is not postponed or adjourned to a date that is more than 30 days after the date for which the annual meeting was originally scheduled.

For the WMIH adjournment proposal, you may vote **FOR** , **AGAINST** or **ABSTAIN** . An abstention will have the same effect as a vote **AGAINST** the WMIH adjournment proposal. If your shares are not present at the WMIH annual meeting, it will have no effect on the WMIH adjournment proposal (assuming a quorum is present). If you hold your shares of WMIH stock through a broker, bank or other nominee and you do not instruct your broker, bank or other nominee on how to vote your shares on the WMIH adjournment proposal, your broker, bank or other nominee will not vote your shares on the WMIH adjournment proposal, which broker non-votes will have no effect on the vote count for such proposal.

**The WMIH board of directors unanimously recommends that WMIH stockholders vote **FOR** the WMIH adjournment proposal (if necessary or appropriate).**

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**OTHER MATTERS RELATING TO THE WMIH ANNUAL MEETING**

**Committees and Meetings of the WMIH Board of Directors**

During the fiscal year ended December 31, 2017, the WMIH board of directors held 18 formal meetings. The WMIH board of directors has established four standing committees: an audit committee, compensation committee, corporate strategy and development committee and nominating and corporate governance committee. In 2017, the WMIH board of directors established a finance committee, which is described in more detail below. Each director attended at least 75% of the total number of meetings held by the WMIH board of directors and the committees of the WMIH board of directors on which he or she served during fiscal year 2017 (or such portion of the year during which such director served on the WMIH board of directors).

The WMIH board of directors, following a recommendation by the WMIH nominating and corporate governance committee, has adopted a policy with respect to board member attendance at annual stockholder meetings. In accordance with such policy, the WMIH board of directors encourages all directors to make attendance at the WMIH annual meeting a priority. Last year, all directors, other than those not seeking reelection and who were members of the WMIH board of directors at the time of the annual meeting, were in attendance in person or by telephone at the WMIH annual meeting of stockholders.

*Audit Committee*

WMIH has a standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The WMIH audit committee is governed by a written charter, a current copy of which is available on WMIH's website at [www.wmih-corp.com](http://www.wmih-corp.com). In 2017, the WMIH audit committee collaborated with the WMIH finance committee to evaluate and approve the amendment of the terms of WMIH Series B preferred stock and other WMIH acquisition and financing activities. The WMIH audit committee held 7 meetings during the fiscal year ended December 31, 2017.

Michael L. Willingham (Chair), Diane B. Glossman, Michael J. Renoff and Steven D. Scheiwe, each of whom meets the financial literacy and independence requirements for audit committee membership specified in the NASDAQ listing standards and rules adopted by the SEC, are the current members of the WMIH audit committee. WMIH's board of directors has determined that each member is qualified to be an audit committee financial expert as defined in the SEC's rules.

The WMIH audit committee's duties and responsibilities include: (a) selection, retention, compensation, evaluation, replacement and oversight of WMIH's independent registered public accounting firm, including resolution of disagreements between management and the independent auditors regarding financial reporting; (b) establishment of policies and procedures for the review and pre-approval of all audit services and permissible non-audit services to be performed by WMIH's independent registered public accounting firm; (c) review and discuss with management and the independent auditors the annual audited financial statements (including the report of the independent auditor thereon) or quarterly unaudited financial statements contained in WMIH's periodic reports with the SEC; (d) obtain and review a report from the independent registered public accounting firm describing WMIH's internal quality control procedures; (e) periodic assessment of WMIH's accounting practices and policies and risk and risk management; (f) review policies and procedures with respect to transactions between WMIH and related-persons and review and approve those related-person transactions that would be disclosed pursuant to SEC Regulation S-K, Item 404; (g) establishment of procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters, in each case, pursuant to and to the extent required by laws, rules and regulations applicable to us; and (h) oversight of the code of ethics for senior financial officers and

development and monitoring of compliance with the code of conduct applicable to WMIH's directors, officers and employees, in each case, pursuant to and to the extent required by laws, rules and regulations applicable to WMIH.

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In connection with the consideration of a possible transaction with Nationstar (which we refer to as the possible transaction), pursuant to delegation by the WMIH board of directors, the WMIH audit committee was authorized, among other things, (i) to review and evaluate the terms and conditions and determine the advisability of the possible transaction; (ii) to make or accept, reject, or seek to modify the terms and conditions of the possible transaction; (iii) to determine whether the possible transaction is fair to and in the best interests of WMIH and its stockholders; (iv) to recommend to the WMIH board of directors whether to approve the possible transaction, whether the WMIH board of directors should recommend the possible transaction to WMIH's stockholders and what other action, if any, should be taken by WMIH with respect to the possible transaction; (v) if the WMIH audit committee deems it appropriate or advisable, to negotiate the price, structure, form, terms and conditions of the possible transaction and the form, terms and conditions of any definitive agreements; (vi) to obtain any necessary or desirable opinions from legal, financial and other advisors; (vii) to take such other actions related to or arising in connection with the possible transactions as the WMIH audit committee deems necessary, appropriate or advisable, including as relates to exploring and negotiating alternatives to such possible transaction; and (viii) to provide reports and/or recommendations to the WMIH board of directors in regard to such matters at such time as the WMIH audit committee deems appropriate and consistent with its activities. During the month of December 2017, in addition to its other responsibilities, the WMIH audit committee evaluated the terms of and determined the advisability of the possible transaction.

*Compensation Committee*

The members of the WMIH compensation committee are Diane B. Glossman (Chair), Steven D. Scheiwe and Michael L. Willingham, each of whom is an independent director as defined in Rule 5605(a)(2) of the NASDAQ listing standards. The WMIH compensation committee is governed by a written charter, a current copy of which is available on WMIH's website at [www.wmih-corp.com](http://www.wmih-corp.com). During the fiscal year ended December 31, 2017, the WMIH compensation committee held one meeting and otherwise elected to act on other business via unanimous written consent, as contemplated by its charter.

The WMIH board of directors has delegated to the WMIH compensation committee responsibility for considering and approving the compensation programs and awards for all of WMIH's executive officers, including the named executive officers identified below under *Summary Compensation Table*. The WMIH compensation committee consists entirely of independent, non-employee directors. The WMIH compensation committee is responsible for: (a) reviewing WMIH's overall compensation philosophy and related compensation and benefit policies, programs and practices; (b) reviewing and approving goals and objectives relevant to compensation of the Chief Executive Officer, the Chief Financial Officer and other executive officers; (c) reviewing and recommending equity compensation plans; (d) overseeing and reviewing the non-employee director compensation program; (e) reviewing and discussing with WMIH's management the compensation discussion and analysis, if required by the Exchange Act and recommending it to the WMIH board of directors, if appropriate, for inclusion in WMIH's proxy statement; and (f) monitoring compliance with applicable laws governing executive compensation.

*Nominating and Corporate Governance Committee*

The members of the WMIH nominating and corporate governance committee are Steve D. Scheiwe (Chair), Diane B. Glossman and Michael L. Willingham, each of whom is an independent director as defined in Rule 5605(a)(2) of the NASDAQ listing standards. The WMIH nominating and corporate governance committee is governed by a written charter, a current copy of which is available on WMIH's website at [www.wmih-corp.com](http://www.wmih-corp.com). During the fiscal year ended December 31, 2017, the WMIH nominating and corporate governance committee held at least one (1) meeting and otherwise elected to act on other business via unanimous written consent as contemplated by its charter.



The functions of the WMIH nominating and corporate governance committee are to carry out the duties and responsibilities delegated by the WMIH board of directors relating to WMIH's director nominations process,

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oversight of the evaluation of directors and development and maintenance of WMIH's corporate governance principles and policies. The committee is authorized by its charter to engage its own advisors. WMIH's board is responsible for nominating members for election to WMIH's board and for filling vacancies on the WMIH board of directors that may occur between annual meetings of stockholders. The WMIH nominating and corporate governance committee is responsible for identifying, screening and recommending to WMIH's board candidates for board membership. The committee recommended the nomination of the candidates reflected in the director election.

Nominees for director are selected on the basis of, among other things, knowledge, experience, skills, expertise, integrity, diversity, ability to make independent analytical inquiries, and understanding of WMIH's business environment, all in the context of an assessment of the perceived needs of the WMIH board of directors at the time. Nominees should also be willing to devote adequate time and effort to board responsibilities. The WMIH nominating and corporate governance committee does not set specific, minimum qualifications that nominees must meet in order for the WMIH nominating and corporate governance committee to recommend them to the WMIH board of directors, but rather believes that each nominee should be evaluated based on his or her individual merit, taking into account the needs of WMIH and the composition of the WMIH board of directors. The WMIH nominating and corporate governance committee will consider WMIH stockholder recommendations for candidates to serve on the WMIH board of directors. Candidates suggested by WMIH stockholders will be evaluated by the same criteria and process as candidates from other sources. Formal nomination of candidates by WMIH stockholders requires compliance with Section 2.13 of the Bylaws, including sending timely notice of the candidate's name, biographical information, and qualifications, and certain information regarding the WMIH stockholder making the nomination, to the Secretary of WMIH at WMIH Corp., 800 Fifth Avenue, Suite 4100, Seattle, Washington 98104. In order for a notice of WMIH stockholder nomination to be considered timely, a WMIH stockholder must deliver the notice to the Secretary at WMIH's principal executive offices no later than 90 calendar days and no earlier than 120 calendar days prior to the one-year anniversary of the date on which WMIH's proxy statement was released to WMIH stockholders in connection with the previous year's annual meeting of WMIH stockholders; provided, however, if the annual meeting of WMIH stockholders is convened more than 30 days prior to the anniversary of the preceding year's annual meeting or delayed by more than 30 days after the anniversary of the preceding year's annual meeting or if no annual meeting was held in the preceding year, the notice by the WMIH stockholder must be received not later than the close of business on the later of the 90th calendar day before such annual meeting and the 10th day following the day on which public announcement of the date of such meeting is first made. There is otherwise no formal process prescribed for identifying and evaluating nominees, including no formal diversity policy.

*Corporate Strategy and Development Committee*

The members of the WMIH CS&D committee are Tagar C. Olson (Chair), William C. Gallagher and Michael J. Renoff. In general, all directors are invited to attend meetings of the WMIH CS&D committee. The WMIH CS&D committee is governed by a written charter, a current copy of which is available on WMIH's website at [www.wmih-corp.com](http://www.wmih-corp.com). Generally, the purpose of the WMIH CS&D committee has been to support the WMIH board of directors with the identification, review and assessment of potential acquisitions and strategic or business investment opportunities. During the fiscal year ended December 31, 2017, the WMIH CS&D committee held at least four (4) formal and informal meetings and is actively engaged in pursuing acquisition opportunities for WMIH. Following the establishment of the WMIH finance committee (defined below) in 2017, the entire WMIH board of directors assumed the functions that were previously delegated to the CS&D Committee.

*Finance Committee*

The WMIH finance committee was established in 2017, the members were Diane B. Glossman, Michael J. Renoff, Steven J. Scheiwe and Michael L. Willingham, and the WMIH finance committee was authorized, among other

things, to (i) review the long-term financial structure, objectives and policies of WMIH, and to

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make recommendations to the WMIH board of directors regarding such structure, objectives and policies, if appropriate, (ii) evaluate the financing requirements of WMIH and management's proposed financing and refinancing plans and to recommend to the WMIH board of directors those actions, authorizations, filings and applications necessary and appropriate to enable management to execute such plans and (iii) consider and make recommendations to the WMIH board of directors regarding the terms, timing, amount and other material factors (e.g., potential dilution of existing stockholders and the impact of any financing or restructuring on WMIH's tax attributes under Section 382 of the Code), related to the possible restructuring or amendment of WMIH stock, issuance of new equity securities in one or more private or public transactions, redemption of outstanding securities, or other transactions related to WMIH stock, capital structure or fundraising to meet WMIH's future liquidity and capital resources needs, in each case as the WMIH finance committee deems appropriate.

During the second half of 2017, the WMIH finance committee focused its attention on restructuring and/or amending the terms of WMIH's issued and outstanding Series B preferred stock. On December 8, 2017, WMIH amended the terms of the WMIH Series B preferred stock and such amendment became effective on January 5, 2018. For further information on the WMIH Series B preferred stock Financing, see Note 9: Capital Stock and Derivative Instruments and Note 15: Subsequent Events, to the consolidated financial information in Part II, Item 8 of WMIH's Annual Report on Form 10-K.

*Committee Membership at May 15, 2018*

<b>Name</b>	<b>Audit Committee</b>	<b>Compensation Committee</b>	<b>Corporate Strategy and Development Committee</b>	<b>Nominating and Corporate Governance Committee</b>	<b>Finance Committee</b>
William C. Gallagher			Member		
Diane B. Glossman	Member	Chair		Member	Member
Christopher J. Harrington					
Tagar C. Olson			Chair		
Michael J. Renoff	Member		Member		Member
Steven D. Scheiwe	Member	Member		Chair	Member
Michael L. Willingham	Chair	Member		Member	Member

**Risk Management**

WMIH has developed and maintains processes to manage risk in WMIH's operations. The WMIH board of directors role in risk management is primarily one of oversight, with day-to-day responsibility for risk management implemented by the management team. The WMIH board of directors executes its oversight role directly and through its various committees. The WMIH audit committee has principal responsibility for implementing the WMIH board of directors' risk management oversight role. The WMIH audit committee is also responsible for reviewing conflict of interest transactions and handling complaints about accounting and auditing matters and violations of WMIH's code of conduct and code of ethics. Any waivers of the codes for executive officers and directors must be submitted to the Chair of the WMIH audit committee and may be made only by the WMIH board of directors. The WMIH audit committee monitors certain key risks, such as risk associated with internal control over financial reporting, liquidity risk and risks associated with potential business acquisitions, in addition to assessing the risks in WMIH's proposed financing or investments. The WMIH compensation committee assesses risks created by the incentives inherent in WMIH's compensation policies. Finally, the full board of directors reviews strategic and operational risk in the context of reports from the management team and the committees of the WMIH board of directors.

## **Leadership Structure**

The positions of Chairman of the WMIH board of directors and Chief Executive Officer are held by two different individuals. The WMIH board of directors has determined that during his tenure, Mr. Scheiwe has been independent

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under the NASDAQ listing standards. The WMIH board of directors believes that this structure is appropriate for WMIH at this time. Except for the WMIH CS&D committee, on which Mr. Olson and Mr. Gallagher serve, each of WMIH's board committees is made up solely of independent directors and sets its own agenda. The independent directors also meet in executive session on a regular basis without management present.

**Code of Ethics**

WMIH has adopted a code of ethics which is applicable to WMIH's board of directors and officers, including WMIH's chief executive officer, president, chief financial officer, principal accounting officer and controller. The WMIH code of ethics focuses on honest and ethical conduct, the adequacy of disclosure in WMIH's financial reports, and compliance with applicable laws and regulations. A current copy of the code of ethics is available on WMIH's website at [www.wmih-corp.com](http://www.wmih-corp.com), and is administered by the WMIH audit committee.

**Stockholder Communications with the Board of Directors**

Communications by WMIH stockholders to the WMIH board of directors should be sent to the attention of the chairman of the WMIH board of directors, in care of Charles Edward Smith, Chief Legal Officer and Secretary, WMIH Corp., 800 Fifth Avenue, Suite 4100, Seattle, Washington 98104. Such communications will be forwarded unopened to the individual serving as chairman of the WMIH board of directors, who will be responsible for responding to or forwarding such communications as appropriate, including communications directed to individual directors or board committees. Communications will not be forwarded if the chairman of the WMIH board of directors determines that they do not appear to be within the scope of the WMIH board of directors' (or such other intended recipient's) responsibilities or are otherwise inappropriate or frivolous.

**Director Compensation for Fiscal Year 2017***2017 Director Compensation Table.*

The following table summarizes information regarding director compensation for WMIH's non-employee directors during the fiscal year ended December 31, 2017. As an employee of WMIH, Mr. Gallagher does not receive any additional compensation for his service as a director.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) <sup>(1)</sup>	Total (\$)
<b><i>Current Directors:</i></b>			
Diane B. Glossman	120,208	100,000	220,208
Christopher J. Harrington <sup>(2)</sup>			
Tagar C. Olson <sup>(2)</sup>			
Michael J. Renoff	120,000	100,000	220,000
Steven D. Scheiwe	156,666	100,000	256,666
Michael L. Willingham	132,917	100,000	232,917
<b><i>Former Directors:</i></b>			
Eugene I. Davis	83,750		83,750
Paul E. Raether <sup>(2)</sup>			

- (1) On June 1, 2017, Messrs. Renoff, Scheiwe and Willingham and Ms. Glossman each received a grant of 83,333 shares of restricted stock, with each such grant having a fair market value of \$1.20 per share as of the grant date. The shares of restricted stock vest over a period of three years, with one-third of each grant vesting on each of March 19, 2018, 2019 and 2020, respectively, subject to continued service on each applicable vesting date. As of December 31, 2017, Messrs. Renoff, Scheiwe and Willingham and Ms. Glossman each held 124,521 shares of restricted stock.
- (2) Employees of KKR do not receive any compensation from WMIH for their services on WMIH's board of directors.

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**Table of Contents***Narrative to Director Compensation Table*

WMIH director compensation has three components: (1) annual cash retainer for board service; (2) annual cash retainers based on committee chair positions and committee membership; and (3) annual and/or special restricted stock grants. The annual cash retainer for board service is \$100,000. Annual retainers for committee or chair service include: (i) \$10,000 for each non-chair member of the WMIH audit committee; (ii) \$10,000 for each non-Chair member of the WMIH CS&D committee; (iii) \$5,000 for each non-chair member of the WMIH compensation committee; (iv) \$5,000 for each non-chair member of the WMIH nominating and corporate governance committee; (v) \$50,000 for being chairman of the WMIH board of directors; (vi) \$25,000 for the WMIH audit committee chair; (vii) \$25,000 for the WMIH CS&D committee chair; (viii) \$12,500 for the WMIH compensation committee chair and (ix) \$12,500 for the WMIH nominating and corporate governance committee chair. Members of the WMIH finance committee do not receive any additional compensation for serving on that committee. All retainers were paid in quarterly installments, in advance, on the last day of the prior quarter. WMIH also reimburses directors for their travel expenses for each meeting attended in person; however, reimbursement amounts are not included in the totals above.

In 2013, WMIH's board of directors, upon recommendation of the WMIH compensation committee, adopted a policy that the annual restricted stock grant to directors will, subject to availability of sufficient shares reserved under WMIH's 2012 Long-Term Stock Incentive Plan, as amended (the 2012 Plan), be automatically granted without any further action by the WMIH compensation committee or board of directors to each outside director elected by the stockholders to serve another term on the day of WMIH's annual meeting of stockholders, at a stock price equal to the closing price of WMIH common stock as quoted on the exchange on which shares of WMIH common stock trade on the grant date. Generally, grants of restricted stock to WMIH's directors vest in three equal installments over a three year period, subject to continued service as a director through the vesting dates. On June 1, 2017, Messrs. Renoff, Scheiwe and Willingham and Ms. Glossman each received a grant of 83,333 shares of restricted stock, with each such grant having a fair market value of \$1.20 per share as of the grant date. The shares of restricted stock vest over a period of three years, with one-third of each grant vesting on each of March 19, 2018, 2019 and 2020, respectively, generally subject to continued service on each applicable vesting date. The shares also immediately vest in the event of a Change of Control (as defined in the 2012 Plan).

WMIH directors are subject to stock ownership guidelines that require each director to, at all times during service on the WMIH board of directors, hold shares of WMIH common stock equal to 50% of the aggregate number of shares awarded to the director as director compensation and that have vested. To monitor the guidelines, board members are not permitted to sell WMIH's shares without WMIH compensation committee approval.



**Table of Contents****Security Ownership of Certain Beneficial Owners and Management***Stock Ownership Table*

The following table sets forth as of May 21, 2018 (or such other time as indicated in the footnotes to this table) certain information regarding the beneficial ownership of WMIH common stock and WMIH preferred stock by each person, or group of affiliated persons, known to WMIH to be the beneficial owner of more than 5% of the outstanding shares of WMIH common stock or WMIH preferred stock or other significant beneficial owner of WMIH.

The following table does not give effect to the transactions contemplated by the merger agreement or any other transaction that will occur in connection with consummation of the merger.

Name and Address	Common Stock <sup>(1)</sup>	% of Class Owned <sup>(1)</sup>	Shares Beneficially Owned		% of Class Owned <sup>(2)</sup>	Voting Power % <sup>(3)</sup>
			Series A Convertible Preferred Stock	% of Class Owned		
Greywolf Overseas Intermediate Fund	3,037,684 <sup>(4)</sup>	1.5%				0.5%
Greywolf Structured Products Master Fund, Ltd.	2,549,422 <sup>(4)</sup>	1.2%				0.4%
Greywolf Opportunities Fund II, LP	2,636,121 <sup>(4)</sup>	1.3%			14,933 <sup>(5)</sup>	2.1%
Greywolf Strategic Master Fund SPC, Ltd. MSP1					40,752 <sup>(5)</sup>	4.6%
Greywolf Strategic Master Fund SPC, Ltd. MSP6					16,913 <sup>(5)</sup>	1.9%
GCP Europe S.á.r.l.					11,133 <sup>(5)</sup>	1.3%
Palomino Master Ltd.	1,388,978 <sup>(6)</sup>	0.7%			42,135 <sup>(6)</sup>	5.0%
Appaloosa Investment L.P. I	1,388,977 <sup>(6)</sup>	0.7%			42,134 <sup>(6)</sup>	5.0%
Teacher Retirement System of Texas					40,000 <sup>(7)</sup>	4.5%
DDFS Partnership LP					40,000 <sup>(8)</sup>	4.5%
Serengeti Multi-Series Master LLC Series E					15,000 <sup>(9)</sup>	1.7%
Serengeti Opportunities MM LP					15,000 <sup>(9)</sup>	1.7%
Rapax OC Master Fund LTD					5,000 <sup>(9)</sup>	0.6%
KKR Wand Holdings Corporation	71,465,629 <sup>(10)</sup>	25.7%	1,000,000 <sup>(11)</sup>	100.0%		1.5%
					200,000 <sup>(10)(11)</sup>	22.4%

KKR Wand Investors  
Corporation

- (1) Percentages have been calculated based on 206,714,132 shares of WMIH common stock, except the percentage Wand Holdings with respect to WMIH common stock has been calculated assuming the conversion of the Series A Convertible Preferred Stock and exercise of the WMIH warrants owned by Wand Holdings. Percentages do not reflect the mandatory conversion of the WMIH Series B preferred stock because the WMIH Series B preferred stock is not convertible at the option of the holders.
- (2) Percentages have been calculated based on 600,000 shares of the WMIH Series B preferred stock issued and outstanding as of May 21, 2018.
- (3) Based on the total amount of shares of WMIH common stock issued and outstanding as of May 21, 2018, calculated (i) assuming the conversion of the WMIH Series A preferred stock, and (ii) assuming the

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conversion of the WMIH Series B preferred stock using the conversion price of \$1.35. However, this calculation does not assume the exercise of the outstanding WMIH warrants, which are not entitled to any voting rights prior to the exercise thereof.

- (4) This information as to beneficial ownership is based on a stockholder questionnaires completed on February 14, 2018 and a Schedule 13G/A filed by Greywolf Capital Management LP ( GCMLP ) with the SEC on February 14, 2018. The Schedule 13G/A was filed by and on behalf of Greywolf Capital Partners II LP ( GCP II ), Greywolf Event Driven Master Fund ( GEDMF ), Greywolf Overseas Intermediate Fund ( GOIF ), Greywolf Structured Products Master Fund, Ltd. ( GSPMF ), Greywolf Opportunities Fund II, LP ( GOF II and together with GCP II, GEDMF, GOIF and GSPMF, the Greywolf Funds ), Greywolf Advisors LLC ( GALLC ), GCMLP, Greywolf GP LLC and Jonathan Savitz ( Mr. Savitz ). According to the Schedule 13G/A, each of the Greywolf Funds has beneficial ownership of shares of WMIH common stock as set forth above. GALLC, as the general partner of GCP II, may be deemed to beneficially own shares held by GCP II. Each of GCMLP, as the investment manager of the Greywolf Funds, Greywolf GP LLC, as the general partner of GCMLP, and Mr. Savitz, as the managing member of Greywolf GP LLC, may be deemed to beneficially own, shares held by the Greywolf Funds. Each of GALLC, GCMLP, Greywolf GP LLC and Mr. Savitz disclaims any beneficial ownership of such shares. Each of the Greywolf Funds, GALLC, GCMLP, Greywolf GP LLC and Mr. Savitz has shared voting and dispositive power. The address for all of these persons other than GEDMF, GOIF and GSPMF is 4 Manhattanville Road, Suite 201, Purchase, NY 10577. The address for GEDMF and GOIF is 190 Elgin Avenue, George Town, GRAND CAYMAN, KY1-9007. The address for GSPMF is Ugland House, P.O. Box 309, South Church Street, George Town, Grand Cayman KY1-1104.
- (5) This information as to beneficial ownership is based on information provided as of March 31, 2017 by GCP Europe SARL ( GCP Europe ). GCP Europe is owned approximately 45% by GOIF and approximately 55% by GCP II and is independently managed. GOIF, GCP II and certain other funds managed by GCMLP collectively hold an aggregate of 15,596,887 shares of WMIH common stock. GALLC, as the general partner of GCP II, may be deemed to beneficially own shares held by GCP II. Each of GCMLP, as the investment manager of GOIF, GCP II and certain other funds, Greywolf GP LLC, as the general partner of GCMLP, and Mr. Savitz, as the managing member of Greywolf GP LLC, may be deemed to beneficially own, shares held by GOIF, GCP II and such other funds. Each of GALLC, GCMLP, Greywolf GP LLC and Mr. Savitz disclaims any beneficial ownership of such shares. The address for GCP Europe is 21-25, Allee Scheffer, L-2520 Luxembourg. The address for GOIF is 89 Nexus Way, Camana Bay, Grand Cayman KY19007. The address for GCP II, GALLC, GCMLP, Greywolf GP LLC and Mr. Savitz is c/o Greywolf Capital Management LP, 4 Manhattanville Road, Suite 201, Purchase, NY 10577.
- (6) This is based on information as to ownership as of May 21, 2018 that was provided on May 25, 2018 on behalf of Palomino Master Ltd. and Appaloosa Investment L.P. I. The address for each of the foregoing entities is c/o Appaloosa LP, 51 JFK Parkway, Floor 2, Short Hills, New Jersey 07078.
- (7) This information as to ownership is based on a questionnaire completed on February 16, 2018 on behalf of Teacher Retirement System of Texas. The address for Teacher Retirement System of Texas is 1000 Red River Street, Austin, Texas 78701.
- (8) This information as to ownership is based on information provided to WMIH on February 26, 2018 on behalf of DDFS Partnership LP. Thomas G. Dundon, as the general partner of DDFS Partnership LP, is the controlling person of DDFS Partnership LP. The address for DDFS Partnership LP is 2100 Ross Avenue, Suite 3300, Dallas, Texas 75201.
- (9) This information as to ownership is based on information provided to WMIH on February 9, 2018 on behalf of each of Serengeti Multi-Series Master LLC Series E, Serengeti Opportunities MM LP and Rapax OC Master Fund LTD. Joseph A. LaNasa was identified as the controlling person with respect to each of the foregoing entities. The address for each of the entities is 632 Broadway, 12<sup>th</sup> Floor, New York, New York 10012.
- (10) This information as to beneficial ownership is based on a Schedule 13D/A filed with the SEC on February 15, 2018 by Wand Holdings, KKR Fund Holdings L.P. ( KKR Fund ), KKR Fund Holdings GP Limited ( KKR Fund

Holdings GP ), KKR Group Holdings L.P. ( KKR Group Holdings ), KKR Group Limited ( KKR Group Limited ), KKR & Co. L.P. ( KKR & Co. ), KKR Management LLC ( KKR Management ), Henry R. Kravis ( Mr. Kravis ), George R. Roberts ( Mr. Roberts ), Tagar Olson

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( Mr. Olson ) and Christopher Harrington ( Mr. Harrington ) (collectively, the KKR Reporting Persons ). The sole directors and holders of voting stock of Wand Holdings are Tagar Olson and Christopher Harrington. Messrs. Olson and Harrington are executives of KKR and/or one or more of its affiliates. KKR Fund Holdings, an affiliate of KKR, owns 100% of the economic interest in Wand Holdings and may be deemed to have shared beneficial ownership over the securities held by Wand Holdings. KKR Fund Holdings GP is a general partner of KKR Fund Holdings. KKR Group Holdings is the sole shareholder of KKR Fund Holdings GP and a general partner of KKR Fund Holdings. KKR Group Limited is the general partner of KKR Group Holdings. KKR & Co. is the sole shareholder of KKR Group Limited. KKR Management is the general partner of KKR & Co. Messrs. Kravis and Roberts are officers and the designated members of KKR Management. Each of Scott C. Nuttall, Joseph Y. Bae, William J. Janetschek and David J. Sorkin is a director of KKR Fund Holdings GP and KKR Group Limited. The address of the principal business office of Wand Holdings, KKR Fund Holdings, KKR Fund Holdings GP, KKR Group Holdings, KKR Group Limited, KKR & Co., KKR Management, Messrs. Kravis, Olson, Harrington, Nuttall, Bae, Janetschek and Sorkin is c/o Kohlberg Kravis Roberts & Co. L.P., 9 West 57th Street, Suite 4200, New York, New York 10019. The address of the principal business office of Mr. Roberts is c/o Kohlberg Kravis Roberts & Co. L.P., 2800 Sand Hill Road, Suite 200, Menlo Park, CA 94025.

According to the Schedule 13D/A, the KKR Reporting Persons beneficially own an aggregate of 71,465,629 shares of WMIH common stock, which represent, in the aggregate, approximately, 25.7% of the outstanding shares of WMIH common stock, and have shared voting power and shared dispositive power with respect to 71,465,629 shares of WMIH common stock. The 71,465,629 shares of WMIH common stock consist of 1,000,000 shares of the WMIH Series A preferred stock held directly by Wand Holdings convertible into 10,065,629 shares of WMIH common stock, and the WMIH warrants exercisable for 61,400,000 shares of WMIH common stock, the foregoing being based on 206,714,132 shares of WMIH common stock outstanding as of February 8, 2018 and assumes that all 71,465,629 shares underlying the WMIH Series A preferred stock and WMIH warrants have been converted or exercised, as applicable, and are outstanding. According to the Schedule 13D/A, each of Mr. Olson and Mr. Harrington (as the sole directors and holders of voting stock of Wand Holdings) may be deemed to be the beneficial owner of the securities owned directly by Wand Holdings. Messrs. Olson and Harrington are executives at KKR and/or one of its affiliates. KKR Fund Holdings, an affiliate of KKR, owns 100% of the economic interests in Wand Holdings and may be deemed to beneficially own the securities beneficially owned by Wand Holdings. Each of KKR Fund Holdings GP (as a general partner of KKR Fund Holdings), KKR Group Holdings (as the sole shareholder of KKR Fund Holdings GP and a general partner of KKR Fund Holdings), KKR Group Limited (as the general partner of KKR Group Holdings), KKR & Co. (as the sole shareholder of KKR Group Limited), KKR Management (as the general partner of KKR & Co.), and Messrs. Kravis and Roberts (as the designated members of KKR Management), may be deemed to be the beneficial owner of the securities beneficially owned directly by Wand Holdings, and each disclaims beneficial ownership of the securities.

Based on the conversion price of the WMIH Series B preferred stock, upon a full mandatory conversion of the WMIH Series B preferred stock, Wand Holdings (inclusive of shares owned by Wand Investors) may be deemed to have total voting power over 158,213,777 shares of WMIH common stock.

(11) This information as to beneficial ownership is based on disclosures in a Schedule 13D/A filed by the KKR Reporting Persons with the SEC on February 15, 2018 and stockholder questionnaires completed on February 21, 2018. The sole directors and holders of voting stock of Wand Investors are Tagar Olson and Christopher Harrington. Messrs. Olson and Harrington are executives of KKR and/or one or more of its affiliates. KKR Wand Investors L.P. ( KKR Wand ) owns 100% of the economic interests in Wand Investors and may be deemed to have shared beneficial ownership over the securities held by Wand Investors. KKR Wand GP LLC, a Delaware limited liability company, is the general partner of KKR Wand. KKR Wand GP LLC is a wholly owned subsidiary of

KKR Fund. The address for Wand Investors is c/o Kohlberg Kravis Roberts & Co. L.P., 9 West 57th Street, Suite 4200, New York, New York 10019.

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The following table sets forth as of May 21, 2018, certain information regarding the beneficial ownership of WMIH common stock by: (a) each of WMIH's current directors and nominees for election as director; (b) each of WMIH's named executive officers; and (c) all of WMIH's current directors and executive officers as a group. The business address for each of WMIH's directors (and nominees) and/or named executive officers listed below is 800 Fifth Avenue, Suite 4100, Seattle, Washington 98104.

Name	Shares of WMIH Common Stock Beneficially Owned	
	Total <sup>(1)</sup>	Percent of Class <sup>(1)</sup>
Thomas L. Fairfield	1,777,778**	*
William C. Gallagher	1,777,778**	*
Diane B. Glossman	513,383	*
Christopher J. Harrington	(2)	
Timothy F. Jaeger		
Tagar C. Olson	(2)	
Michael J. Renoff	513,383	*
Steven D. Scheiwe	463,383	*
Charles Edward Smith		
Michael L. Willingham	547,886	*
<i>Current Executive Officers and Directors as a Group (10 persons)</i>	5,593,591	*

\* Less than one percent.

\*\* The shares of restricted stock granted to Messrs. Fairfield and Gallagher vest solely upon the consummation by WMIH of a Qualifying Acquisition (as defined below). Messrs. Fairfield and Gallagher will each be issued an additional 507,936 shares upon the consummation of the merger, which constitutes a Qualifying Acquisition.

(1) Unless otherwise indicated, each person has sole voting and dispositive power over the shares listed opposite his or her name. All percentages have been calculated based on 206,714,132 shares of WMIH common stock issued and outstanding as of May 21, 2018.

(2) Each of Messrs. Harrington and Olson disclaims beneficial ownership of any securities of WMIH that may be deemed to be beneficially owned by KKR or its affiliates.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires WMIH's directors and officers and persons who beneficially own more than 10% of the outstanding shares of WMIH common stock (10% stockholders) to file with the SEC initial reports of beneficial ownership (Form 3) and reports of changes in beneficial ownership (Forms 4 and 5) of such shares. To WMIH's knowledge, based solely upon a review of the copies of Forms 3, 4 and 5 (and amendments thereto) furnished to WMIH or otherwise in its files or publicly available, all of WMIH's officers, directors and 10% stockholders complied in a timely manner with all applicable Section 16(a) filing requirements during the fiscal year ended 2017.

**Table of Contents****Executive Officers**

The names, ages, positions and backgrounds of WMIH's current executive officers are as follows:

<b>Name</b>	<b>Age</b>	<b>Position Held Since</b>	<b>Current Position(s) with WMIH and Background</b>
William C. Gallagher	59	May 15, 2015	Mr. Gallagher has served as WMIH's Chief Executive Officer since May 15, 2015, and has served as a consultant to WMIH from November 21, 2014 until May 15, 2015. Mr. Gallagher was also appointed as one of WMIH's directors on May 12, 2015, and serves as a member of the WMIH CS&D committee. Mr. Gallagher was previously an Executive Vice President and member of the board of directors at Capmark Financial Group, Inc. ( Capmark ), a commercial real estate finance company. Mr. Gallagher served as President and CEO of Capmark from February 2011 to November 2014. He was Executive Vice President and Chief Risk Officer of Capmark from March 2009 to February 2011. Prior to joining Capmark, Mr. Gallagher was the Chief Credit Officer of RBS Greenwich Capital, a financial services company, from September 1989 to February 2009.
Thomas L. Fairfield	59	May 15, 2015	Mr. Fairfield has served as WMIH's President and Chief Operating Officer since May 15, 2015, and served as a consultant to WMIH from November 21, 2014 until May 15, 2015. Mr. Fairfield was also appointed as one of WMIH's directors on May 12, 2015. Mr. Fairfield is currently a director of Wand Merger Corporation, a subsidiary of WMIH. Mr. Fairfield was Chief Operating Officer of Capmark, a commercial real estate finance company, from February 2011 to November 2014 and Executive Vice President from November 2014 to May 2015. From August 2013 to April 2014, Mr. Fairfield served as a director of The Cash Store Financial Services Inc., a company that operated in the business of providing short-term advances and other financial services. From March 2006 to February 2012, Mr. Fairfield served as Executive Vice President, Secretary and General Counsel of Capmark. Prior to joining Capmark, Mr. Fairfield was a partner at the law firm of Reed Smith LLP from September 2005 to March 2006, a partner at Paul, Hastings, Janofsky & Walker LLP from February 2000 to August 2005 and a partner at LeBoeuf, Lamb, Greene & MacRae, LLP, from January 1991 to February 2000, where his practice focused primarily on general corporate



and securities law, mergers and acquisitions, corporate  
finance and financial services.

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<b>Name</b>	<b>Age</b>	<b>Position Held Since</b>	<b>Current Position(s) with WMIH and Background</b>
Charles Edward Smith	48	March 19, 2012	Mr. Smith has served as Chief Legal Officer and Secretary of WMIH since March 19, 2012. From March 19, 2012 until May 15, 2015, Mr. Smith also served as WMIH's President and Interim Chief Executive Officer. In addition, since March 19, 2012, Mr. Smith has served as the General Counsel, Executive Vice President and Secretary of the Trust. Mr. Smith is currently a director of Wand Merger Corporation, a subsidiary of WMIH. Mr. Smith served as General Counsel, Executive Vice President and Secretary of WMIH's predecessor Washington Mutual, Inc. (WMI), including during the significant portion of its Chapter 11 bankruptcy. Prior to the closure of WMB on September 25, 2008, Mr. Smith was a First Vice President, Assistant General Counsel and Team Lead (Corporate Finance) for Washington Mutual, where he supported the Treasury Group and led a team of lawyers and other professionals who supported Washington Mutual's capital, liquidity, mergers and acquisitions and structured finance activities. Mr. Smith is also a director and the President of WMMRC.
Timothy F. Jaeger	59	May 28, 2012	Mr. Jaeger has served as Interim Chief Financial Officer since June 25, 2012 and Interim Chief Accounting Officer since May 28, 2012. Mr. Jaeger is a Certified Public Accountant with over 30 years of accounting experience. Most recently, from December 2006 to March 2012, Mr. Jaeger served as Senior Vice President-Chief Accounting Officer/CFO of Macquarie AirFinance, Ltd., a global aviation lessor providing aircraft and capital to the world's airlines. From November 2006 to December 2009, Mr. Jaeger was a partner of Tatum Partners, LLC, an executive services and consulting firm in the United States.

**Compensation Discussion and Analysis***Overview*

This compensation discussion and analysis discusses the principles underlying WMIH's executive compensation program and the important factors relevant to the analysis of the compensation of WMIH's executive officers in 2017. WMIH's Chief Executive Officer, Interim Chief Financial Officer, Chief Operating Officer and Chief Legal Officer are referred to as WMIH's named executive officers.

For 2017, WMIH's named executive officers and their respective titles are as follows:

William C. Gallagher, Chief Executive Officer

Thomas L. Fairfield, President and Chief Operating Officer

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Charles Edward Smith, Executive Vice President, Chief Legal Officer and Secretary

Timothy F. Jaeger, Senior Vice President, Interim Chief Financial Officer and Interim Chief Accounting Officer

*Compensation Objectives and Philosophy*

The primary objectives of the 2017 executive compensation programs established by the WMIH compensation committee were to retain executive officers and employees capable of: (a) identifying and assessing potential acquisition opportunities; (b) ensuring WMIH's compliance with debt-related agreements, to the extent applicable; (c) operating WMIH's reinsurance subsidiary, WM Mortgage Reinsurance Company, Inc. ( WMMRC ), in runoff mode; and (d) complying with the periodic disclosure and other obligations of a publicly traded company. To achieve the objectives of attracting and retaining suitable executive officers, the 2017 executive compensation philosophy was comprised of the following key principles:

establish executive compensation appropriate for the varying degrees of executive responsibility, accountability and impact on WMIH's business;

ensure compensation is reasonably competitive relative to similarly sized companies, taking into account that WMIH's only operating business is WMMRC, which is being operated in runoff mode and to identify and assess possible acquisitions; and

ensure a flexible compensation structure to facilitate acquisitions or restructurings.

In 2015, William C. Gallagher and Thomas L. Fairfield were appointed as WMIH's Chief Executive Officer and Chief Operating Officer, respectively, with the expectation that Messrs. Gallagher and Fairfield would serve integral roles in assessing potential acquisitions on behalf of WMIH. As discussed further below, a significant portion of the compensation provided to Messrs. Gallagher and Fairfield is linked to WMIH's successful completion of an acquisition.

At WMIH's 2017 annual meeting of stockholders, 77% of the stockholders who voted on the advisory stockholder vote on executive compensation (excluding abstentions and broker non-votes) voted in favor of the proposal. Other than with respect to the compensation provided to Messrs. Gallagher and Fairfield in connection with their appointment as WMIH's Chief Executive Officer and Chief Operating Officer, respectively, during 2017, the WMIH compensation committee determined not to make any changes to the compensation programs after considering the vote.

*Business Context for Compensation Decisions*

The discussion that follows elaborates on the decision-making process governing the compensation of WMIH's named executive officers, WMIH's compensation philosophy, and the specific elements of compensation paid to WMIH's named executive officers in 2017.

*Role of the WMIH Compensation Committee*

The WMIH compensation committee is responsible for the oversight of WMIH's executive compensation program. Each director who served on the WMIH compensation committee in 2017 was, and each current member of the WMIH compensation committee is, a non-employee director within the meaning of SEC Rule 16b-3, an outside director within the meaning of Section 162(m) of the Code and an independent director under NASDAQ listing standards. The WMIH compensation committee's purpose is to discharge the WMIH board of directors' responsibilities relating to compensation of WMIH's executive officers and to adopt policies that govern WMIH's compensation and benefit programs in a manner that supports both WMIH's short and long term business strategies. The WMIH compensation committee has overall responsibility for approving and evaluating WMIH's executive officer compensation plans, policies and programs. The WMIH compensation committee may delegate authority to subcommittees, retain or terminate compensation consultants and obtain advice and assistance from internal or external legal, accounting or other advisers.

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### *Role of WMIH Compensation Committee Consultants in Compensation Decisions*

Under its charter, the WMIH compensation committee may periodically engage independent compensation consultants to provide assistance and advice as it discharges its responsibilities under its written charter. The duties of compensation consultants engaged by the WMIH compensation committee may include periodically reviewing WMIH's compensation programs to confirm that they are consistent with the executive compensation philosophy and objectives established by the WMIH compensation committee. Compensation consultants may also advise the WMIH compensation committee on emerging trends and issues related to the compensation of executive officers and directors and provide recommendations on the appropriate composition of peer group and market data sources to be used by the WMIH compensation committee as reference points for executive compensation decisions. In 2017, the WMIH compensation committee did not retain the services of an independent third party compensation consultant.

### *Elements of Compensation*

The principal components of compensation for WMIH's named executive officers are:

base salary;

discretionary cash bonuses; and

equity-based incentive compensation.

The cash compensation in the form of base salaries compensates the named executive officers for services rendered in fulfilling day-to-day roles and responsibilities needed to run the business as it currently exists. The amount of cash compensation for named executive officers was determined for each based on position, responsibility, and experience (including, in the case of Mr. Smith, familiarity with WMIH's past and current operations). The WMIH compensation committee did not conduct a specific analysis of compensation of executives at peer companies in setting the base salaries for the named executive officers; however, based on the experience and general industry knowledge of the WMIH board of directors members and the WMIH compensation committee members, the WMIH compensation committee determined that the cash compensation level was appropriate under WMIH's circumstances.

In addition to their base salaries, each of WMIH's named executive officers is eligible to receive discretionary cash bonuses from time to time as determined by the WMIH compensation committee in its sole discretion. The WMIH compensation committee did not elect to pay bonuses in respect of 2017.

Restricted stock awards were issued to Messrs. Gallagher and Fairfield in 2015 in order to incentivize them to assist WMIH in implementing its acquisition strategy.

Pursuant to their employment agreements, as described below, each of Messrs. Gallagher and Fairfield have been granted equity-based compensation in the form of restricted stock, as described below. No grants of equity-based compensation were made in 2017.

### *2018 Compensation Actions*

On March 9, 2018, WMIH entered into the Amendment of the Gallagher employment agreement (as defined below) (which we refer to as the Gallagher Amendment ) and the Amendment of the Fairfield employment agreement (as defined below) (which we refer to as the Fairfield Amendment and, together with the Gallagher Amendment, which we refer to as the Amendments ). The Amendments, which were approved by the WMIH board of directors and its compensation committee, amend each of the Gallagher employment agreement and the Fairfield employment agreement, by extending the terms of each of Mr. Gallagher's and Mr. Fairfield's employment with WMIH until the earlier of (a) the closing date of the merger or (b) the end date. Except as modified by the Amendments, all other terms and conditions of each of the Gallagher employment agreement and Fairfield employment agreement remain in full force and effect.

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In addition, in connection with the merger, WMIH may award cash compensation, not to exceed \$4,250,000 in the aggregate, to certain of its officers and employees, including the named executive officers, which may be paid as bonuses, severance payments or other forms of retention or incentive payments. As of the date of this joint proxy statement/prospectus, no such cash compensation has been awarded to any of WMIH's officers and employees.

*Deductibility of Executive Compensation*

Section 162(m) of the Code generally limits the federal corporate income tax deduction for compensation paid by a public company to its chief executive officer and certain other executive officers to \$1 million in the year the compensation becomes taxable to the executive, unless the compensation is performance-based compensation or qualifies under certain other exceptions. Pursuant to the Tax Cuts and Jobs Act of 2017 (the Act), as of January 1, 2018, the exception under Section 162(m) of the Code for qualified performance-based compensation was eliminated and the definition of covered employee was expanded to include the chief financial officer of a Company. No executive was paid an amount in 2017 where this provision would have been applicable. The WMIH compensation committee intends to seek to qualify executive compensation for deductibility under Section 162(m) of the Code to the extent consistent with WMIH's best interests. Since corporate objectives may not always be consistent with the requirements for full deductibility, it is conceivable that WMIH may enter into compensation arrangements in the future under which payments are not deductible under Section 162(m) of the Code. Deductibility will not be the sole factor used by the WMIH compensation committee in ascertaining appropriate levels or modes of compensation.

*Compensation Recovery Policy*

WMIH does not have any incentive based compensation tied to performance at this time. Therefore, WMIH has not implemented a policy regarding retroactive adjustments to any cash or incentive compensation paid to WMIH's executive officers and other employees where the payments were predicated upon the achievement of financial results that were subsequently the subject of a financial restatement. WMIH's compensation committee intends to adopt a general compensation recovery (or clawback) policy covering WMIH's annual and long-term incentive award plans and arrangements after the SEC adopts final rules implementing the requirement of Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act. In addition, if WMIH is required to restate WMIH's financial results due to material noncompliance with any financial reporting requirements under the federal securities laws, WMIH's Chief Executive Officer and Chief Financial Officer may be legally required to reimburse WMIH for any bonus or other incentive-based or equity-based compensation they receive pursuant to the provisions of Section 304 of the Sarbanes-Oxley Act of 2002.

**Report of the WMIH Compensation Committee**

The Report of the WMIH Compensation Committee shall not be deemed incorporated by reference by any general statement incorporating this joint proxy statement/prospectus into any filing under the Securities Act of 1933, as amended, or under the Exchange Act, except to the extent that WMIH specifically incorporates this information by reference, and shall not otherwise be deemed filed under such Acts.

In accordance with the terms of its charter, the WMIH compensation committee on behalf of the WMIH board of directors oversees WMIH's executive compensation programs, including payments and awards, if any, to its executive officers and directors. The WMIH compensation committee has overall responsibility for approving and evaluating WMIH's director and executive officer compensation plans, policies and programs and addressing other compensation issues facing WMIH that require board action. The WMIH compensation committee is also responsible for reviewing and discussing with management and recommending to the WMIH board of directors the Compensation Discussion and Analysis for inclusion in this joint proxy statement/prospectus, in accordance with applicable SEC regulations.





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In discharging its responsibilities, the WMIH compensation committee:

reviewed and discussed with management the Compensation Discussion and Analysis included in this joint proxy statement/prospectus; and

based upon its review and discussions, the WMIH compensation committee recommended to the WMIH board of directors that the Compensation Discussion and Analysis be included in this joint proxy statement/prospectus and WMIH's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, through its incorporation by reference from this joint proxy statement/prospectus.

Submitted by the WMIH compensation committee of the WMIH board of directors:

Diane B. Glossman (Committee Chair)

Steven D. Scheiwe

Michael L. Willingham

**Summary Compensation Table**

The following table summarizes information regarding compensation for the three fiscal years ended December 31, 2017, 2016, and 2015, earned by or awarded to WMIH's named executive officers:

**SUMMARY COMPENSATION TABLE**

<b>Name and Principal Position<sup>(1)</sup></b>	<b>Year</b>	<b>Salary (\$)</b>	<b>Bonus (\$)</b>	<b>Stock Awards (\$)<sup>(2)</sup></b>	<b>All Other Compensation (\$)<sup>(3)</sup></b>	<b>Total (\$)</b>
<b>William C. Gallagher<sup>(4)</sup></b>	2017	500,000				500,000
Chief Executive Officer	2016	500,000				500,000
	2015	312,500		4,000,000	187,500	4,500,000
<b>Thomas L. Fairfield<sup>(5)</sup></b>	2017	500,000				500,000
President and Chief Operating Officer	2016	500,000				500,000
	2015	312,500		4,000,000	187,500	4,500,000
<b>Charles Edward Smith<sup>(6)</sup></b>	2017	523,688				523,688
Executive Vice President, Chief Legal Officer and Secretary	2016	387,788				387,788
	2015	495,716	75,000			570,716
<b>Timothy F. Jaeger<sup>(7)</sup></b>	2017	264,000				264,000
Interim Chief Financial Officer and Interim Chief Accounting Officer	2016	264,000				264,000
	2015	280,000	25,000			305,000

(1) Reflects principal position as of December 31, 2017.

(2) Amounts in this column reflect the dollar amount, without any reduction for risk of forfeiture, of the estimate of the aggregate compensation cost to be recognized over the service period as of the grant date under Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 718.

(3)

Prior to their appointments as Chief Executive Officer and President and Chief Operating Officer, respectively, Messrs. Gallagher and Fairfield provided consulting services to WMIH for which they each were paid a monthly consulting fee equal to \$41,677. The amounts in this column for 2015 reflect the consulting fees paid to each of Messrs. Gallagher and Fairfield.

- (4) Mr. Gallagher's appointment as WMIH's Chief Executive Officer became effective May 15, 2015. Pursuant to the Gallagher employment agreement, Mr. Gallagher receives an annual base salary equal to \$500,000.
- (5) Mr. Fairfield's appointment as WMIH's Chief Operating Officer became effective May 15, 2015. Pursuant to the Fairfield employment agreement, Mr. Fairfield receives an annual base salary equal to \$500,000.
- (6) In fiscal year 2017, WMIH paid the Trust \$523,688 on account of services provided by Mr. Smith to WMIH pursuant to the Transition Services Agreement by and between WMIH and the Trust, as amended (which we

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refer to as the transition services agreement ), under which Mr. Smith provides certain designated services to WMIH and the Trust is reimbursed at a fixed rate per hour in exchange for such services.

- (7) Mr. Jaeger was not compensated by WMIH directly; rather, payments were made to CXO Consulting Group, LLC (which we refer to as CXOC ), an entity owned by Mr. Jaeger, pursuant to an Engagement Agreement, effective May 28, 2012, as amended (which we refer to as the engagement agreement ) entered into by and between WMIH and CXOC.

*2017 Grants of Plan-Based Awards*

No shares of restricted stock or any other plan-based awards were granted by WMIH to any of its named executive officers during 2017.

*Narrative to Summary Compensation Table and Discussion of Grants of Plan-Based Awards*

On May 12, 2015, the WMIH board of directors approved an employment agreement with William Gallagher (which we refer to (as amended) as the Gallagher employment agreement ) pursuant to which, effective as of May 15, 2015, Mr. Gallagher began serving as WMIH's Chief Executive Officer. The initial term of the Gallagher employment agreement was three years. Under the Gallagher employment agreement, Mr. Gallagher receives an annual base salary equal to \$500,000, subject to applicable withholding taxes. As described below under *Potential Payments upon Termination or Change-in-Control* , in the event that Mr. Gallagher's employment is terminated by WMIH without Cause or due to Mr. Gallagher's resignation for Good Reason prior to the consummation of a Qualifying Acquisition (as such terms are defined in the Gallagher employment agreement and described below under *Potential Payments upon Termination or Change-in-Control* ), subject to Mr. Gallagher's execution of a release of claims in favor of WMIH, WMIH will provide Mr. Gallagher with severance in an amount equal to \$250,000. Mr. Gallagher will not receive any severance payment if such termination occurs following the consummation of a Qualifying Acquisition.

Upon the consummation of a Qualifying Acquisition, WMIH and Mr. Gallagher will enter into a restrictive covenant agreement containing customary terms and conditions, including twelve-month post-termination non-competition and non-solicitation covenants.

In addition, on May 12, 2015, the WMIH board of directors approved a restricted stock agreement with Mr. Gallagher (which we refer to as the Gallagher Restricted Stock Agreement ), pursuant to which, on May 15, 2015, WMIH issued to Mr. Gallagher an award of 1,777,778 restricted shares of WMIH common stock. The number of shares of WMIH common stock granted in connection with this award was determined by dividing \$4 million by \$2.25 per share of WMIH common stock (i.e., the assumed conversion price specified in the Gallagher Restricted Stock Agreement executed on the grant date); however, pursuant to the terms of the Gallagher employment agreement, WMIH will be required to issue an additional 507,936 restricted shares to Mr. Gallagher if the merger is consummated since the Series B conversion price is less than such assumed conversion price. However, while the Series B conversion price is below the assumed conversion price, the Gallagher employment agreement provides for a floor conversion price of \$1.75. Accordingly, such floor conversion price will be utilized to determine the number of additional restricted shares required to be issued. As described below under *Potential Payments upon Termination or Change-in-Control* , such award will vest in full upon the consummation of a Qualifying Acquisition, subject to Mr. Gallagher's continued employment with WMIH until such time. However, if WMIH consummates a Qualifying Acquisition within six months following a termination of Mr. Gallagher's employment by WMIH without Cause, due to Mr. Gallagher's resignation for Good Reason or as a result of Mr. Gallagher's death or disability, then the restricted shares will vest at the time of the consummation of the Qualifying Acquisition.

In addition, on May 12, 2015, the WMIH board of directors approved an employment agreement with Thomas Fairfield (which we refer to (as amended) as the Fairfield employment agreement ), pursuant to which, effective as of

May 15, 2015, Mr. Fairfield began serving as WMIH's Chief Operating Officer. The initial term of the Fairfield employment agreement is three years. Under the Fairfield employment agreement, Mr. Fairfield

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receives an annual base salary equal to \$500,000, subject to applicable withholding taxes. As described below under *Potential Payments upon Termination or Change-in-Control*, in the event that Mr. Fairfield's employment is terminated by WMIH without Cause or due to Mr. Fairfield's resignation for Good Reason prior to the consummation of a Qualifying Acquisition (as such terms are defined in the Fairfield employment agreement and described below under *Potential Payments upon Termination or Change-in-Control*), subject to Mr. Fairfield's execution of a release of claims in favor of WMIH, WMIH will provide Mr. Fairfield with severance in an amount equal to \$250,000. Mr. Fairfield will not receive any severance payment if such termination occurs following the consummation of a Qualifying Acquisition.

Upon the consummation of a Qualifying Acquisition, WMIH and Mr. Fairfield will enter into a restrictive covenant agreement containing customary terms and conditions, including twelve-month post-termination non-competition and non-solicitation covenants.

In addition, on May 12, 2015, the WMIH board of directors approved a restricted stock agreement with Mr. Fairfield (which we refer to as the *Fairfield Restricted Stock Agreement*) pursuant to which, on May 15, 2015, WMIH issued to Mr. Fairfield an award of 1,777,778 restricted shares of WMIH common stock. The number of shares of WMIH common stock granted in connection with this award was determined by dividing \$4 million by \$2.25 per share of WMIH common stock (i.e., the assumed conversion price specified in the *Fairfield Restricted Stock Agreement* executed on the grant date); however, pursuant to the terms of the *Fairfield employment agreement*, WMIH will be required to issue an additional 507,936 restricted shares to Mr. Fairfield if the merger is consummated since the Series B conversion price is less than such assumed conversion price. However, while the Series B conversion price is below the assumed conversion price, the *Fairfield employment agreement* provides for a floor conversion price of \$1.75. Accordingly, such floor conversion price will be utilized to determine the number of additional restricted shares required to be issued. As described below under *Potential Payments upon Termination or Change-in-Control*, such award will vest in full upon the consummation of a Qualifying Acquisition, subject to Mr. Fairfield's continued employment with WMIH until such time. However, if WMIH consummates a Qualifying Acquisition within six months following a termination of Mr. Fairfield's employment by WMIH without Cause, due to Mr. Fairfield's resignation for Good Reason or as a result of Mr. Fairfield's death or disability, then the restricted shares will vest at the time of the consummation of the Qualifying Acquisition.

Mr. Smith provides services to WMIH as Chief Legal Officer pursuant to the transition services agreement with the Trust, Mr. Smith's employer. WMIH currently pays the Trust an hourly rate of approximately \$478 (inclusive of overhead charges) for Mr. Smith's services. Mr. Smith provides a maximum of 40 hours per month pursuant to the transition services agreement (unless otherwise consented to by the parties). Mr. Smith has regularly worked more than 40 hours per month, for which the Trust has been compensated accordingly pursuant to the transition services agreement.

Mr. Jaeger has provided services as Interim Chief Accounting Officer since May 28, 2012 and Interim Chief Financial Officer since June 25, 2012 pursuant to the engagement agreement with CXOC, which is owned by Mr. Jaeger. The rate of compensation under the engagement agreement was initially \$15,000 per month and subsequently increased to \$22,000 per month effective April 1, 2015. WMIH also reimburses CXOC for reasonable out-of-pocket expenses, which are not reflected in the Summary Compensation Table. The engagement agreement renews for successive three-month terms, unless either party terminates with 30 days' notice prior to the termination of the applicable term.

*2012 Plan*

The WMIH board of directors approved the 2012 Plan on May 22, 2012, to award WMIH restricted stock to its non-employee directors and to have a plan in place for awards to executives and others in connection with WMIH's

operations and future strategic plans. The 2012 Plan provides for the granting of restricted shares and other cash and share based awards. The value of WMIH restricted stock is determined using the fair market value of the shares on the issuance date.

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A total of 2,000,000 shares of WMIH common stock were initially reserved for future issuance under the 2012 Plan, which became effective upon board approval on May 22, 2012. On February 10, 2014, the WMIH board of directors approved and adopted an amendment to the 2012 Plan, pursuant to which the number of shares of WMIH common stock reserved and available for grants under the 2012 Plan was increased from 2,000,000 shares to 3,000,000 shares, and that modified the terms under which the 2012 Plan may be amended to permit such an increase through action of the WMIH board of directors except when shareholder approval is necessary to comply with any applicable law, regulation or rule of any stock exchange on which WMIH's shares are listed, quoted or traded. On February 25, 2015, the WMIH board of directors approved and adopted a Second Amendment to the 2012 Plan, pursuant to which the number of shares of WMIH common stock authorized and available for grants under the 2012 Plan was increased from 3,000,000 shares to 12,000,000 shares, subject to approval of stockholders of WMIH, which approval was subsequently received on April 28, 2015 at WMIH's annual meeting.

The principal features of the 2012 Plan, as currently in effect, are summarized below.

### *Available Shares*

Subject to adjustments for stock splits, stock dividends, or other changes in corporate capitalization, the 2012 Plan provides that the aggregate number of shares of WMIH common stock authorized and available for grant under the 2012 Plan (or to be used to determine the value of an award payable in cash) is 12,000,000 shares. Shares delivered pursuant to an award under the 2012 Plan may be authorized but unissued shares or reacquired shares.

If any award is forfeited, terminates, is cancelled or expires without being exercised, or if an award is settled in cash, the shares of WMIH common stock subject to that award will again be available for issuance in connection with awards under the 2012 Plan. Shares used to pay the exercise price or withholding taxes related to an award, or that are unissued in connection with the net settlement of outstanding stock appreciation rights or that are used to satisfy the payment of dividend equivalent awards will not become available for issuance as future awards under the 2012 Plan.

### *Administration*

The 2012 Plan is administered by the WMIH compensation committee. The 2012 Plan authorizes the WMIH compensation committee to designate participants to receive awards, to determine the type of awards and the times when awards are to be granted to participants, to determine the number of awards to be granted and the number of shares of WMIH common stock to which an award will relate, to determine the terms and conditions of any award, to determine to what extent an award may be settled or its exercise paid in cash, shares of WMIH common stock, other awards or other property, or whether an award may be canceled, forfeited, exchanged or surrendered, to prescribe the form of each award agreement, to decide all other matters in connection with an award, and to interpret the 2012 Plan and establish rules and regulations relating to the 2012 Plan. The 2012 Plan authorizes the WMIH compensation committee to delegate its authority as permitted by law and the rules of any established securities market on which WMIH common stock is traded, except that only the WMIH board of directors or the WMIH compensation committee may approve awards to individuals who are subject to section 16 of the Exchange Act or who are a covered employee under Section 162(m) of the Code.

### *Eligibility*

Directors, employees, officers and consultants of WMIH, its affiliates or any entity of which WMIH is an affiliate are eligible to receive grants of awards under the 2012 Plan. Prospective participants may be granted awards in connection with written offers of employment or service agreements with WMIH or an affiliate, provided that the award must specifically provide that no portion will vest, become exercisable or be issued before the individual begins



employment or providing services to WMIH or any affiliate. Only employees of WMIH or its subsidiaries may be granted incentive stock options.

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**Table of Contents***Types of Awards*

Awards under the 2012 Plan may consist of WMIH restricted stock, WMIH restricted stock units, WMIH performance stock, WMIH performance stock units, WMIH performance cash awards, WMIH stock grants, WMIH stock units, WMIH dividend equivalents, WMIH stock options, WMIH stock appreciation rights or WMIH performance-based awards. All awards are evidenced by an award agreement and may be granted alone or in tandem with other awards. Each award agreement will include recapture or clawback provisions to the extent the WMIH compensation committee believes desirable or necessary to comply with applicable law in effect on the date of the award agreement, or as it otherwise determines to be appropriate.

*Restricted Stock and Restricted Stock Unit Awards*

A WMIH restricted stock award consists of shares of WMIH common stock that generally are non-transferable and subject to other restrictions imposed by the WMIH compensation committee, including, for example, restrictions on the right to receive dividends or vote the shares. Restrictions on WMIH restricted stock may lapse separately or in combination, at such times, in such circumstances, in installments or otherwise as determined by the WMIH compensation committee at the time of grant or thereafter. Participants may not exercise voting rights with respect to WMIH restricted stock unless otherwise provided in the award agreement. If a participant terminates employment or service during the restricted period, then any unvested WMIH restricted stock will be forfeited except as otherwise provided in the award agreement. The WMIH compensation committee may waive any restrictions or forfeiture conditions relating to a WMIH restricted stock award. Any certificates representing shares of WMIH restricted stock that are registered in a participant's name will bear an appropriate legend referring to the applicable terms, conditions and restrictions, and may be retained in WMIH's possession until all applicable restrictions have lapsed.

A WMIH restricted stock unit award represents the right to receive a specified number of shares of WMIH common stock, or a cash payment equal to the fair market value as of a specified date of a specified number of shares of WMIH common stock, subject to any vesting or other restrictions deemed appropriate by the WMIH compensation committee. Restrictions on WMIH restricted stock units may lapse separately or in combination, at such times, in such circumstances, in installments or otherwise as determined by the WMIH compensation committee at the time of grant or thereafter. If a participant terminates employment or services during the restricted period, then any units that are at that time subject to restrictions will be forfeited except as otherwise provided in the award agreement. The WMIH compensation committee may waive any restrictions or forfeiture conditions relating to a WMIH restricted stock award. Payment for WMIH restricted stock units will be made at the time designated by the WMIH compensation committee in the award agreement, and may be in the form of cash or shares of WMIH common stock, or in a combination of both, as provided by the WMIH compensation committee in the applicable award agreement.

*Stock Grant and Stock Unit Awards*

The 2012 Plan permits the WMIH compensation committee to grant WMIH stock grant awards and WMIH stock unit awards. A WMIH stock grant award is the right to receive or purchase at a price determined by the WMIH compensation committee a specified number of shares of WMIH common stock free of any vesting restrictions. The purchase price, if any, for a WMIH stock grant award is payable in cash or other form of consideration acceptable to the WMIH compensation committee. A WMIH stock unit award represents the right to receive in the future a specified number of shares of WMIH common stock, or a cash payment equal to the fair market value as of a specified date of a specified number of shares of WMIH common stock, free of any vesting restrictions. WMIH stock grant awards and WMIH stock unit awards may be granted in respect of past services or other valid consideration, or in lieu of any cash compensation due to a participant.

*Performance Share, Performance Share Unit and Performance Cash Awards*

Under the 2012 Plan, the WMIH compensation committee may grant WMIH performance share awards, WMIH performance share unit awards and WMIH performance cash awards. A WMIH performance share award grants

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a participant the right to receive a specified number of shares of WMIH common stock depending on the satisfaction of any one or more performance goals. A WMIH performance share unit award grants a participant the right to receive a specified number of shares of WMIH common stock, a cash payment equal to the fair market value as of a specified date of a specified number of shares, or a combination of shares and cash, depending on the satisfaction of any one or more performance goals. A WMIH performance cash award grants a participant the right to receive an amount of cash depending on the satisfaction of any one or more performance goals. Performance in each case may be measured on a specified date or dates or over any period or periods determined by the WMIH compensation committee.

The WMIH compensation committee will establish the performance goals for each award of WMIH performance shares, WMIH performance share units or WMIH performance cash, which will be based on performance criteria designated in the award agreement. Such performance goals may be expressed in terms of overall company performance or the performance of a division, business unit, plant or an individual. Performance goals may be stated in terms of absolute levels or relative to another company or companies or to an index or indices.

### *Dividend Equivalent Awards*

A WMIH dividend equivalent award represents the right to receive a payment based on the dividends declared on the shares of WMIH common stock that are subject to any WMIH restricted stock unit, WMIH stock unit, WMIH performance share unit or WMIH performance share award, to be credited on dividend payment dates during the period between the grant date and the date the award is settled, vests or expires, as determined by the WMIH compensation committee. A WMIH dividend equivalent award is expressed in terms of cash or shares of WMIH common stock depending on the way in which the dividends to which it relates are declared. The award will be converted to cash or additional shares of WMIH common stock, as the case may be, by such formula and at such time and subject to such limitations as determined by the WMIH compensation committee, and may be paid with interest if so provided in the award agreement.

### *Stock Options*

The 2012 Plan provides for awards of options to purchase shares of WMIH common stock that are either incentive stock options, meaning they are intended to satisfy the requirements of Section 422 of the Code, or non-qualified stock options, which are not intended to satisfy the requirements of Section 422 of the Code.

### *Stock Appreciation Rights*

The 2012 Plan provides for awards of WMIH stock appreciation rights, which generally would entitle the holder to receive, upon settlement, the excess of the fair market value of a share of WMIH common stock on the exercise date over the exercise price, multiplied by the number of shares for which the right is exercised.

### *Performance-Based Awards*

A WMIH performance-based award is an award intended to qualify as performance-based compensation under Section 162(m) of the Code. The 2012 Plan is designed to permit the WMIH compensation committee to qualify any award granted to an employee who is or may be a covered employee under Code Section 162(m) as a WMIH performance-based award.

### *Change of Control*

Unless otherwise provided in an award agreement by the WMIH compensation committee, with the approval of the WMIH board of directors, if there is a change of control of WMIH (as defined in the 2012 Plan), restrictions on any WMIH restricted stock or WMIH restricted stock unit awards will lapse, any WMIH performance share or WMIH performance share unit awards that are payable in common stock will be converted to fully vested WMIH stock grants, WMIH performance share unit awards that are payable in cash will be fully vested and WMIH performance cash awards will be deemed satisfied and earned at the target performance level.

**Table of Contents***Adjustments*

The 2012 Plan provides that in the event of certain corporate events or changes in WMIH common stock, the WMIH compensation committee will proportionally adjust awards and the number of shares under the 2012 Plan as it determines to be appropriate. Any adjustment to awards will be made in a manner consistent with Code Section 409A.

*Amendments and Termination*

The 2012 Plan will terminate on May 22, 2022, unless it is terminated sooner by the WMIH compensation committee with the approval of the WMIH board of directors. The WMIH compensation committee may terminate or amend the 2012 Plan in any respect at any time, except that no amendment may be made without shareholder approval if such approval is required by applicable law, regulation or rule of any stock exchange on which WMIH common stock is listed, quoted or traded. Except as otherwise provided in the 2012 Plan with respect to adjustments in connection with certain corporate events or changes in WMIH common stock, no amendment may be made that would adversely affect the rights of a holder of any outstanding award without the holder's written consent. However, holder consent is not needed for any change required by law or regulation, required to cause awards to qualify as performance-based compensation under Code Section 162(m) or to comply with Code Section 409A, or that in the WMIH compensation committee's good faith discretion does not adversely affect in any material way the rights of the holder.

*2017 Outstanding Equity Awards*

The following table summarizes information regarding the holdings of restricted shares by named executive officers as of December 31, 2017. This table includes unvested restricted shares, with the corresponding vesting information for each award in the footnotes following this table.

**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END**

<b>Name</b>	<b>Number of Shares of Stock That Have Not Vested (#)</b>	<b>Market Value of Shares of Stock That Have Not Vested (\$)<sup>(3)</sup></b>
William C. Gallagher	1,777,778 <sup>(1)</sup>	1,511,111
Thomas L. Fairfield	1,777,778 <sup>(2)</sup>	1,511,111
Charles Edward Smith		
Timothy F. Jaeger		

- (1) This award of 1,777,778 was made pursuant to the Gallagher Restricted Stock Agreement, which such award vests in full upon the consummation of a Qualifying Acquisition, subject to Mr. Gallagher's continued employment. Because the shares of restricted stock granted to Mr. Gallagher are subject to a minimum conversion price of \$1.75 per share, the maximum number of additional shares to which Mr. Gallagher would be entitled upon the consummation by WMIH of a Qualifying Acquisition is 507,936 shares of stock (or an aggregate of 2,285,714 shares of stock).
- (2) This award of 1,777,778 was made pursuant to the Fairfield Restricted Stock Agreement, which such award vests in full upon the consummation of a Qualifying Acquisition, subject to Mr. Fairfield's continued employment. Because the shares of restricted stock granted to Mr. Fairfield are subject to a minimum conversion price of \$1.75

per share, the maximum number of additional shares to which Mr. Fairfield would be entitled upon the consummation by WMIH of a Qualifying Acquisition is 507,936 shares of stock (or an aggregate of 2,285,714 shares of stock).

- (3) Market values of the WMIH restricted stock awards shown in this table are based on the closing market price of WMIH common stock as of December 29, 2017, the last trading day of 2017, which was \$0.85, and assumes the satisfaction of the applicable vesting conditions. The foregoing notwithstanding, the shares of restricted stock granted to Messrs. Fairfield and Gallagher are subject to a minimum conversion price of \$1.75 per share.

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**Table of Contents***Potential Payments upon Termination or Change-in-Control***William C. Gallagher (Chief Executive Officer)**

Pursuant to the Gallagher employment agreement, in the event that Mr. Gallagher's employment is terminated by WMIH without Cause or due to Mr. Gallagher's resignation for Good Reason prior to the consummation of a Qualifying Acquisition, subject to Mr. Gallagher's execution of a release of claims in favor of WMIH, WMIH will provide Mr. Gallagher with a lump sum severance payment in an amount equal to \$250,000. Mr. Gallagher will not receive any severance payment if such termination occurs following the consummation of a Qualifying Acquisition. For purposes of the Gallagher employment agreement, a Qualifying Acquisition is an acquisition by WMIH that, taken together with prior acquisitions (if any), collectively utilizes \$450.0 million of the aggregate net proceeds of the Series B Convertible Preferred Stock offering, which was consummated on January 5, 2015. The completion of the merger will constitute a Qualifying Acquisition for purposes of Mr. Gallagher's employment agreement.

For purposes of the Gallagher employment agreement, Cause means (i) the commission of, conviction for, plea of guilty or nolo contendere to a felony or a crime involving moral turpitude, or other material act or omission involving dishonesty or fraud, (ii) engaging in conduct that constitutes fraud or embezzlement, (iii) engaging in conduct that constitutes gross negligence or willful gross misconduct that results or could reasonably be expected to result in material harm to the WMIH's business or reputation, (iv) breach of any material terms of employment, including the Gallagher employment agreement, which results or could reasonably be expected to result in material harm to WMIH's business or reputation or (v) continued willful failure to substantially perform the duties of Chief Executive Officer. However, Mr. Gallagher's employment may not be terminated for Cause within the meaning of clauses (iv) and (v) above unless WMIH has given him written notice stating the basis for such termination and Mr. Gallagher is given fifteen (15) days to cure, to the extent curable, the neglect or conduct that is the basis of any such claim.

For purposes of the Gallagher employment agreement, Good Reason means Mr. Gallagher's voluntary resignation after WMIH takes any of the following actions taken without Mr. Gallagher's written consent: (i) any material failure by WMIH to fulfill WMIH's obligations under the Gallagher employment agreement, (ii) a material and adverse change to, or a material reduction of, Mr. Gallagher's duties and responsibilities to WMIH, (iii) a reduction in Mr. Gallagher's then current annual base salary, or (iv) the failure of any successor to all or substantially all of WMIH's assets to assume the Gallagher employment agreement, whether in writing or by operation of law; provided, that any such event will not constitute Good Reason unless and until Mr. Gallagher has provided WMIH with written notice.

Pursuant to the Gallagher Restricted Stock Agreement, the 1,777,778 restricted shares awarded to Mr. Gallagher will only vest in full upon the consummation of a Qualifying Acquisition, if Mr. Gallagher continues to be employed by WMIH until such time. However, if WMIH consummates a Qualifying Acquisition within six months following a termination of Mr. Gallagher's employment by WMIH without Cause, due to Mr. Gallagher's resignation for Good Reason, as a result of Mr. Gallagher's death or disability or due to the expiration of the employment term, then the 1,777,778 restricted shares will vest at the time of the consummation of the Qualifying Acquisition. The completion of the merger will constitute a Qualifying Acquisition for purposes of the Gallagher Restricted Stock Agreement. The value of the accelerated vesting of the 1,777,778 restricted shares under either circumstance, assuming such event occurred on December 31, 2017, would have been \$1,511,111 (based on the closing price of WMIH common stock as of December 29, 2017, the last trading day of 2017, which was \$0.85). Assuming Mr. Gallagher was entitled to receive an additional grant of restricted stock pursuant to the terms of his employment agreement, the value of the accelerated vesting of the maximum number of shares (an aggregate of 2,285,714 restricted shares), assuming such event occurred on December 31, 2017, would have been \$1,942,857 (based on the closing price of WMIH common stock as of December 29, 2017, the last trading day of 2017, which was \$0.85).





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**Table of Contents****Thomas L. Fairfield (Chief Operating Officer)**

Pursuant to the Fairfield employment agreement, in the event that Mr. Fairfield's employment is terminated by WMIH without Cause or due to Mr. Fairfield's resignation for Good Reason prior to the consummation of a Qualifying Acquisition, subject to Mr. Fairfield's execution of a release of claims in favor of WMIH, WMIH will provide Mr. Fairfield with a lump sum severance payment in an amount equal to \$250,000. Mr. Fairfield will not receive any severance payment if such termination occurs following the consummation of a Qualifying Acquisition. For purposes of the Fairfield employment agreement, a Qualifying Acquisition is an acquisition by WMIH that, taken together with prior acquisitions (if any), collectively utilizes \$450.0 million of the aggregate net proceeds of the Series B Convertible Preferred Stock offering, which was consummated on January 5, 2015. The completion of the merger will constitute a Qualifying Acquisition for purposes of Mr. Fairfield's employment agreement.

For purposes of the Fairfield employment agreement, Cause means (i) the commission of, conviction for, plea of guilty or nolo contendere to a felony or a crime involving moral turpitude, or other material act or omission involving dishonesty or fraud, (ii) engaging in conduct that constitutes fraud or embezzlement, (iii) engaging in conduct that constitutes gross negligence or willful gross misconduct that results or could reasonably be expected to result in material harm to the WMIH's business or reputation, (iv) breach of any material terms of employment, including the Fairfield employment agreement, which results or could reasonably be expected to result in material harm to WMIH's business or reputation or (v) continued willful failure to substantially perform the duties of Chief Operating Officer. However, Mr. Fairfield's employment may not be terminated for Cause within the meaning of clauses (iv) and (v) above unless WMIH has given him written notice stating the basis for such termination and Mr. Fairfield is given fifteen (15) days to cure, to the extent curable, the neglect or conduct that is the basis of any such claim.

For purposes of the Fairfield employment agreement, Good Reason means Mr. Fairfield's voluntary resignation after WMIH takes any of the following actions taken without Mr. Fairfield's written consent: (i) any material failure by WMIH to fulfill WMIH's obligations under the Fairfield employment agreement, (ii) a material and adverse change to, or a material reduction of, Mr. Fairfield's duties and responsibilities to WMIH, (iii) a reduction in Mr. Fairfield's then current annual base salary, or (iv) the failure of any successor to all or substantially all of WMIH's assets to assume the Fairfield employment agreement, whether in writing or by operation of law; provided, that any such event will not constitute Good Reason unless and until Mr. Fairfield has provided WMIH with written notice.

Pursuant to the Fairfield Restricted Stock Agreement, the 1,777,778 restricted shares awarded to Mr. Fairfield will only vest in full upon the consummation of a Qualifying Acquisition if Mr. Fairfield continues to be employed by WMIH until such time. However, if WMIH consummates a Qualifying Acquisition within six months following a termination of Mr. Fairfield's employment by WMIH without Cause, due to Mr. Fairfield's resignation for Good Reason, as a result of Mr. Fairfield's death or disability or due to the expiration of the employment term, then the 1,777,778 restricted shares will vest at the time of the consummation of the Qualifying Acquisition. The completion of the merger will constitute a Qualifying Acquisition for purposes of the Fairfield Restricted Stock Agreement. The value of the accelerated vesting of the 1,777,778 restricted shares under either circumstance, assuming such event occurred on December 31, 2017, would have been \$1,511,111 (based on the closing price of WMIH common stock as of December 29, 2017, the last trading day of 2017, which was \$0.85). Assuming Mr. Fairfield was entitled to receive an additional grant of restricted stock pursuant to the terms of his employment agreement, the value of the accelerated vesting of the maximum number of shares (an aggregate of 2,285,714 restricted shares), assuming such event occurred on December 31, 2017, would have been \$1,942,857 (based on the closing price of WMIH common stock as of December 29, 2017, the last trading day of 2017, which was \$0.85).



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**Charles Edward Smith (Chief Legal Officer) and Timothy F. Jaeger (Interim Chief Financial Officer)**

WMIH has no obligation for severance or any other benefits payable to Mr. Smith or Mr. Jaeger following termination of employment or a change-in-control of WMIH.

*Pay Ratio*

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(u) of Regulation S-K, WMIH is providing the following information about the relationship of the annual total compensation of WMIH's employees and the annual total compensation of Mr. Gallagher, WMIH's Chief Executive Officer (who we refer to as WMIH's CEO), as of December 31, 2017:

For 2017, WMIH's last completed fiscal year:

the median of the annual total compensation of all WMIH's employees (other than WMIH's CEO) was \$217,000; and

the annual total compensation of WMIH's CEO was \$500,000.

Based on this information, for 2017, the ratio of the annual total compensation of Mr. Gallagher, WMIH's CEO, to the median of the annual total compensation of all employees was 2.3 to 1.

WMIH has selected December 31, 2017 (the determination date), which is within the last three months of 2017, as the date upon which WMIH would identify the median employee.

WMIH identified the median employee by examining the annual total compensation calculated in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K of each individual other than WMIH's CEO who was employed by WMIH on the determination date (*i.e.*, WMIH's other 3 employees). WMIH included all employees, whether employed on a full-time, part-time, or seasonal basis and all employees were employed by WMIH for all of 2017.

*Compensation Committee Interlocks and Insider Participation*

The WMIH compensation committee is comprised of Diane B. Glossman, Steve D. Scheiwe, and Michael L. Willingham. During 2017, no member of the WMIH compensation committee was or had been an officer or former employee of WMIH or any of its subsidiaries or had any relationship requiring disclosure pursuant to Item 404 of Regulation S-K. In addition, no executive officer of WMIH served on the WMIH board of directors or as a member of the WMIH compensation committee of any entity whose executive officers included a director of WMIH. WMIH's former Chairman of the Board, Eugene I. Davis, whose term ended on June 1, 2017, serves as the executive chairman of Bluestem Group, Inc., on whose board Thomas L. Fairfield also served as a director until June 21, 2017.

**Report of the Audit Committee**

The Report of the Audit Committee shall not be deemed incorporated by reference by any general statement incorporating this joint proxy statement/prospectus into any filing under the Securities Act of 1933, as amended, or under the Exchange Act, except to the extent that WMIH specifically incorporates this information by reference, and shall not otherwise be deemed filed under such Acts.

In discharging its responsibilities, the WMIH audit committee and its individual members have met with management and WMIH's independent auditors, BPM LLP, to review WMIH's accounting functions and the audit processes for WMIH's financial statements and system of internal control over financial reporting. The WMIH audit committee reviewed and discussed with WMIH's independent auditors and management the audited financial statements for the 2017 fiscal year. It also discussed with the independent auditors all other matters that the independent auditors were required to communicate and discuss with the WMIH audit committee under

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Public Company Accounting Oversight Board Auditing Standard No. 61, as amended (Communication with Audit Committees). WMIH audit committee members also discussed and reviewed the results of the independent auditors examination of WMIH's financial statements, management's assessment of WMIH's system of disclosure controls and procedures, external financial reporting and internal control over financial reporting, and reviewed the qualifications, performance and independence of BPM LLP in connection with its determination to engage BPM LLP for the year ended December 31, 2017. The WMIH audit committee has received the written disclosures and the letter from the independent auditors required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditors' communications with the WMIH audit committee concerning independence and has discussed with the independent auditors their independence. Furthermore, the WMIH audit committee has conducted its annual review of the WMIH audit committee's charter and determined that it is adequate.

Based on its review and discussions with management and the independent auditors, the WMIH audit committee recommended to the WMIH board of directors that the audited financial statements for the fiscal year ended December 31, 2017 be included in WMIH's Annual Report on Form 10-K for filing with the SEC.

Submitted by the WMIH audit committee of the WMIH board of directors:

Michael L. Willingham (Committee Chair)  
**Matters Relating to WMIH's Auditors**

Diane B. Glossman Michael J. Renoff Steven D. Scheiwe

*Selection of Independent Auditors*

The WMIH audit committee has appointed and engaged BPM LLP to be WMIH's independent auditors for the fiscal year ending December 31, 2018. BPM LLP was also engaged by the WMIH audit committee to serve as WMIH's independent auditor and provide certain other audit-related services for the fiscal years ended December 31, 2016 and December 31, 2017. See Fees Paid to Principal Independent Auditors below. A representative of BPM LLP is expected to either be present or available by phone at the WMIH annual meeting and will have the opportunity to make a statement if he or she desires to do so. Such representative will be available to respond to appropriate questions. As described under the *WMIH Proposals Accountant Ratification Proposal* section of this joint proxy statement/prospectus, the stockholders are being asked to ratify the selection of BPM LLP as WMIH's independent auditors for the fiscal year ending December 31, 2018.

*Fees Paid to Principal Independent Auditors*

The following fees for professional services were billed by BPM LLP during fiscal years 2017 and 2016:

	<b>2017</b>	<b>2016</b>
Audit Fees <sup>(1)</sup>	\$ 429,000	\$ 500,000
Audit-Related Fees <sup>(2)</sup>	1,950	30,000
Tax Fees		
All Other Fees		
<b>Total</b>	<b>\$ 430,950</b>	<b>\$ 530,000</b>

- (1) Consists of fees for services involving the audit of WMIH's consolidated financial statements, review of interim quarterly statements, and provision of an attestation report on WMIH's internal control over financial reporting as required by Section 404 of the Sarbanes-Oxley Act of 2002.
- (2) Refers to fees for assurance and related services that are traditionally performed by the independent auditor and are not reported as audit fees. These audit-related services may include due diligence services relating to mergers and acquisitions, accounting consultation and audits relating to acquisitions, attest services related to financial reporting not required by statute or regulation, consultation concerning financial accounting and reporting standards not classified as audit fees, and financial audits of employee benefit plans.

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**Table of Contents***Pre-Approval Policy*

The WMIH audit committee has adopted a general policy requiring pre-approval of all fees and services of WMIH's independent auditors, including all audit, audit-related, tax and other legally-permitted services. All audit and permissible non-audit services provided by BPM LLP during fiscal years 2017 and 2016 were pre-approved by the WMIH audit committee.

**Certain Relationships and Related Party Transactions***Relationship with KKR***Investment Agreement**

On January 30, 2014, WMIH entered into an Investment Agreement with KKR Fund (which we refer to as the investment agreement). Pursuant to the investment agreement, WMIH sold to KKR Fund 1,000,000 shares of WMIH Series A preferred stock having the terms, rights, obligations and preferences contained in the WMIH charter for a purchase price equal to \$11,072,192 and issued to KKR Fund warrants to purchase, in the aggregate, 61,400,000 shares of WMIH common stock, 30,700,000 of which have an exercise price of \$1.32 per share and 30,700,000 of which have an exercise price of \$1.43 per share (collectively, the WMIH warrants). On February 12, 2018, in connection with the transactions contemplated by the merger agreement, WMIH and KKR Fund entered into a letter amendment to the KKR Letter Agreement (as defined below under *KKR Letter Agreement*) (which we refer to as the KKR letter amendment) and immediately thereafter KKR Fund contributed the WMIH Series A preferred stock and WMIH warrants it held to Wand Holdings. Additionally, on February 12, 2018, WMIH and Wand Holdings entered into a Warrant Exchange Agreement (which we refer to as the warrant exchange agreement). See *KKR Letter Agreement*, *Amendment to the KKR Letter Agreement* and *Warrant Exchange Agreement* below.

The WMIH Series A preferred stock has rights substantially similar to those associated with WMIH common stock, with the exception of a liquidation preference, conversion rights and customary anti-dilution protections. The WMIH Series A preferred stock has a liquidation preference equal to the greater of (i) \$10.00 per 1,000,000 shares of WMIH Series A preferred stock plus declared but unpaid dividends on any such shares and (ii) the amount that the holder of the WMIH Series A preferred stock would be entitled to if such holder participated with the holders of shares of WMIH common stock then outstanding, pro rata as a single class based on the number of outstanding shares of WMIH common stock on an as-converted basis held by each holder as of immediately prior to a liquidation, in the distribution of all WMIH's remaining assets and funds available for distribution to WMIH's stockholders. The WMIH Series A preferred stock is convertible at a conversion price of \$1.10 per share (subject to anti-dilution adjustment) into shares of WMIH common stock either at the option of the holder or automatically upon transfer by Wand Holdings to a non-affiliated party. Further, Wand Holdings, as the holder of the WMIH Series A preferred stock and the WMIH warrants, has received other rights pursuant to the investor rights agreement (as defined below).

The WMIH warrants have a five-year term from the date of issuance and are subject to customary structural adjustment provisions for stock splits, combinations, recapitalizations and other similar transactions.

**Investor Rights Agreement**

On January 30, 2014, WMIH entered into the investor rights agreement with KKR Fund. On February 12, 2018, KKR Fund assigned its rights under the investor rights agreement to Wand Holdings. Wand Holdings' rights as a holder of the WMIH Series A preferred stock and the WMIH warrants, and the rights of any subsequent holder that is an affiliate of Wand Holdings are governed by the investor rights agreement. Pursuant to the investor rights agreement,



for so long as Wand Holdings owns, in the aggregate, at least 50% of the WMIH Series A preferred stock issued as of January 30, 2014 (or the underlying common stock), Wand Holdings will have the right to appoint one of the seven directors that currently comprise WMIH's board. If the WMIH Board consists of eight or more directors, Wand Holdings has the right to appoint two directors.

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Additionally, until January 30, 2017, KKR Fund (which has since assigned its rights under the investor rights agreement to Wand Holdings) had the right to purchase up to 50% of any future equity rights offerings or other equity issuance by WMIH on the same terms as the equity issued to other investors in such transactions, in an aggregate amount of such offerings and issuances by WMIH of up to \$1 billion (which we refer to as the participation rights). The participation rights did not include any issuances of securities by WMIH constituting any part of the consideration payable by it in connection with any acquisitions or investments (including any rollover equity) or in respect of any employee options or other income compensation. KKR Fund's aggregate beneficial ownership of WMIH's equity securities after giving effect to any equity issuances (and on a pro forma basis after taking into account any acquisitions) shall at no time exceed 42.5% of WMIH's equity securities without WMIH's prior written consent. Except for the participation rights and the issuance of WMIH common stock in respect of the WMIH warrants and the WMIH Series A preferred stock, Wand Holdings and its affiliates shall not purchase or acquire any of WMIH's or its subsidiaries' equity securities without WMIH's prior written consent, subject to certain exceptions.

In connection with the issuance of the WMIH Series A preferred stock and the WMIH warrants, KKR Fund (which has since assigned its rights under the investor rights agreement to Wand Holdings) and its affiliates agreed that, until December 31, 2016, they would not:

request the call of a special meeting of WMIH's stockholders; seek to make, or make, a stockholder proposal at any meeting of WMIH's stockholders; seek the removal of any director from the WMIH board of directors; or make any solicitation of proxies (as such terms are used in the proxy rules of the SEC) or solicit any written consents of stockholders with respect to any matter;

form or join or participate in a partnership, limited partnership, syndicate or other group within the meaning of Section 13(d)(3) of the Exchange Act, with respect to any of WMIH's voting securities;

make or issue, or cause to be made or issued, any public disclosure, statement or announcement (including filing reports with the SEC) (x) in support of any solicitation described in the first bullet above, or (y) negatively commenting upon us;

except pursuant to any exercise of any WMIH warrant, the conversion of the WMIH Series A preferred stock, or the exercise of the Participation Rights, acquire, agree or seek to acquire, beneficially or otherwise, any of WMIH's voting securities (other than securities issued pursuant to a plan established by WMIH's board of directors for members of the WMIH board of directors, a stock split, stock dividend distribution, spin-off, combination, reclassification or recapitalization of WMIH and WMIH common stock or other similar corporate action initiated by us);

enter into any discussions, negotiations, agreements or undertakings with any person with respect to the foregoing or advise, assist, encourage or seek to persuade others to take any action with respect to the foregoing, except pursuant to mandates WMIH grants to KKR Capital Markets LLC ( KCM ) and its affiliates for the purpose of WMIH raising capital; or

short any of WMIH common stock or acquire any derivative or hedging instrument or contract relating to WMIH common stock.

The foregoing provisions expired, by their terms, on December 31, 2016.

In the event that any stockholder or group of stockholders other than Wand Holdings calls a stockholder meeting or seeks to nominate nominees to the WMIH board of directors, then Wand Holdings shall not be restricted from calling a stockholder meeting in order to nominate directors as an alternative to the nominees nominated by such stockholder or group, provided that Wand Holdings shall not nominate or propose a number of directors to the WMIH board of directors that is greater than the number of directors nominated or proposed by such stockholder or group.

The investor rights agreement also provides Wand Holdings with registration rights, including three long form demand registration rights, unlimited short form demand registration rights and customary piggyback registration

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rights with respect to common stock (and common stock underlying the WMIH Series A preferred stock and the WMIH warrants), subject to certain minimum thresholds, customary blackout periods and lockups of 180 days. WMIH filed a resale registration statement on Form S-3, as amended that was declared effective on November 25, 2015, which, among other things, registered for resale the common stock underlying the WMIH Series A preferred stock. In connection with the transactions contemplated by the merger agreement, WMIH, Wand Holdings, Wand Investors and Fortress executed a Letter Agreement on February 12, 2018 (which we refer to as the Fortress letter agreement ) pursuant to which Wand Holdings agreed to modify certain of its registration rights. See *Other Agreements Fortress Letter Agreements* beginning on page 185.

The investor rights agreement also provides that to the extent that WMIH undertakes any capital markets issuances, WMIH shall engage KKR Capital Markets LLC to assist the WMIH in such issuances on customary commercial terms reasonably acceptable to WMIH.

For as long as Wand Holdings beneficially owns any shares of WMIH common stock or WMIH Series A preferred stock or any of the WMIH warrants, WMIH has agreed to provide customary Rule 144A information rights, to provide Wand Holdings with regular audited and unaudited financial statements and to allow Wand Holdings or its representatives to inspect WMIH's books and records.

## Indemnification Agreements

In connection with the offering of the WMIH Series B preferred stock (which we refer to as the WMIH Series B preferred stock offering ), on December 19, 2014, WMIH entered into an indemnification agreement with KKR Fund and Mr. Olson (who at the time was an observer on WMIH's board of directors), pursuant to which WMIH will indemnify KKR Fund and Mr. Olson for liabilities arising out of the WMIH Series B preferred stock offering. Additionally, WMIH has entered into indemnification agreements with each of its current directors and executive officers.

## Voting Agreement

In connection with th