

Nationstar Mortgage Holdings Inc.
Form SC 13G/A
August 16, 2018

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

SCHEDULE 13G*

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Nationstar Mortgage Holdings Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Titles of Class of Securities)

63861C109

(CUSIP Number)

July 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Continued on following pages)

(Page 1 of 30 Pages)

* The remainder of this cover page shall be filled out of a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (the “Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No: 63861C109

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Investment Group LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6
0

SOLE DISPOSITIVE POWER

7
0

SHARED DISPOSITIVE POWER

8
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0

12 TYPE OF REPORTING PERSON

OO

(Page 2 of 30 Pages)

CUSIP No: 63861C109

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

FIG Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6
0

SOLE DISPOSITIVE POWER

7
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SHARED DISPOSITIVE POWER

8
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0

12 TYPE OF REPORTING PERSON
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CUSIP No: 63861C109

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Operating Entity I LP

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

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SHARED DISPOSITIVE POWER

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0

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0

12 TYPE OF REPORTING PERSON
PN

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CUSIP No: 63861C109

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

FIG LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6
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SOLE DISPOSITIVE POWER

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SHARED DISPOSITIVE POWER

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0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0

12 TYPE OF REPORTING PERSON

OO

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CUSIP No: 63861C109

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Investment Fund GP (Holdings) LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5 0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6 0

SOLE DISPOSITIVE POWER

7 0

SHARED DISPOSITIVE POWER

8 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0

12 TYPE OF REPORTING PERSON

OO

(Page 6 of 30 Pages)

CUSIP No: 63861C109

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Fund IV GP Holdings Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

SOLE VOTING POWER

5
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6
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SOLE DISPOSITIVE POWER

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SHARED DISPOSITIVE POWER

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0

12 TYPE OF REPORTING PERSON

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(Page 7 of 30 Pages)

CUSIP No: 63861C109

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Fund III GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6
0

SOLE DISPOSITIVE POWER

7
0

SHARED DISPOSITIVE POWER

8
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0

12 TYPE OF REPORTING PERSON

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(Page 8 of 30 Pages)

CUSIP No: 63861C109

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Fund IV GP L.P.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

SOLE VOTING POWER

5

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

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9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0

12 TYPE OF REPORTING PERSON
PN

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CUSIP No: 63861C109

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Investment Fund III LP

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

0

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0

12 TYPE OF REPORTING PERSON
PN

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CUSIP No: 63861C109

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Investment Fund III (Fund B) LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5 0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6 0

SOLE DISPOSITIVE POWER

7 0

SHARED DISPOSITIVE POWER

8 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0

12 TYPE OF REPORTING PERSON
PN

(Page 11 of 30 Pages)

CUSIP No: 63861C109

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Investment Fund III (Fund C)
LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6
0

SOLE DISPOSITIVE POWER

7
0

SHARED DISPOSITIVE POWER

8
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0

12 TYPE OF REPORTING PERSON
PN

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CUSIP No: 63861C109

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Investment Fund III (Fund D) L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

SOLE VOTING POWER

5 0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6 0

SOLE DISPOSITIVE POWER

7 0

SHARED DISPOSITIVE POWER

8 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0

12 TYPE OF REPORTING PERSON
PN

(Page 13 of 30 Pages)

CUSIP No: 63861C109

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Investment Fund III (Fund E)
L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

SOLE VOTING POWER

5
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6
0

SOLE DISPOSITIVE POWER

7
0

SHARED DISPOSITIVE POWER

8
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0

12 TYPE OF REPORTING PERSON
PN

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CUSIP No: 63861C109

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Investment Fund IV (Fund A) L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

SOLE VOTING POWER

5 0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6 0

SOLE DISPOSITIVE POWER

7 0

SHARED DISPOSITIVE POWER

8 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0

12 TYPE OF REPORTING PERSON
PN

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CUSIP No: 63861C109

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Investment Fund IV (Fund B) L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

SOLE VOTING POWER

5 0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6 0

SOLE DISPOSITIVE POWER

7 0

SHARED DISPOSITIVE POWER

8 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0

12 TYPE OF REPORTING PERSON
PN

(Page 16 of 30 Pages)

CUSIP No: 63861C109

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Investment Fund IV (Fund C) L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

SOLE VOTING POWER

5 0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6 0

SOLE DISPOSITIVE POWER

7 0

SHARED DISPOSITIVE POWER

8 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0

12 TYPE OF REPORTING PERSON
PN

(Page 17 of 30 Pages)

CUSIP No: 63861C109

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Investment Fund IV (Fund D) L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

SOLE VOTING POWER

5 0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6 0

SOLE DISPOSITIVE POWER

7 0

SHARED DISPOSITIVE POWER

8 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0

12 TYPE OF REPORTING PERSON
PN

(Page 18 of 30 Pages)

CUSIP No: 63861C109

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Investment Fund IV (Fund E) L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

SOLE VOTING POWER

5 0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6 0

SOLE DISPOSITIVE POWER

7 0

SHARED DISPOSITIVE POWER

8 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0

12 TYPE OF REPORTING PERSON
PN

(Page 19 of 30 Pages)

CUSIP No: 63861C109

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Investment Fund IV (Fund F) L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

SOLE VOTING POWER

5 0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6 0

SOLE DISPOSITIVE POWER

7 0

SHARED DISPOSITIVE POWER

8 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0

12 TYPE OF REPORTING PERSON
PN

(Page 20 of 30 Pages)

CUSIP No: 63861C109

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Investment Fund IV (Fund G) L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

SOLE VOTING POWER

5 0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6 0

SOLE DISPOSITIVE POWER

7 0

SHARED DISPOSITIVE POWER

8 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0

12 TYPE OF REPORTING PERSON
PN

(Page 21 of 30 Pages)

CUSIP No: 63861C109

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

FIF HE Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

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SHARED DISPOSITIVE POWER

8

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0

12 TYPE OF REPORTING PERSON

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Item

1.

(a) Name of Issuer:

The name of the issuer is Nationstar Mortgage Holdings Inc. (the "Issuer").

(b) Address of Issuer's Principal Executive Offices:

The Issuer's principal executive offices are located at 350 Highland Drive, Lewisville, Texas 75067.

Item

2.

(a) Name of Person Filing:

- (i) FIF HE Holdings LLC, a Delaware limited liability company ("FIF HE"), directly holds shares of Common Stock of the Issuer reported herein;

FIG LLC, a Delaware limited liability company ("FIG"), is the investment manager of each of (a) Fortress Investment Fund III LP, a Delaware limited partnership, Fortress Investment Fund III (Fund B) LP, a Delaware limited partnership, Fortress Investment Fund III (Fund C) LP, a Delaware limited partnership, Fortress Investment Fund III (Fund D) L.P., an exempted limited partnership organized under the laws of the Cayman Islands, and Fortress Investment Fund III (Fund E) L.P., an exempted limited partnership organized under the laws of the Cayman Islands (collectively, the "Fortress III Funds") and (b) Fortress Investment Fund IV (Fund A) L.P., an exempted limited partnership organized under the laws of the Cayman Islands, Fortress Investment Fund IV (Fund B) L.P., an exempted limited partnership organized

- (ii) under the laws of the Cayman Islands, Fortress Investment Fund IV (Fund C) L.P., an exempted limited partnership organized under the laws of the Cayman Islands, Fortress Investment Fund IV (Fund D) L.P., an exempted limited partnership organized under the laws of the Cayman Islands, Fortress Investment Fund IV (Fund E) L.P., an exempted limited partnership organized under the laws of the Cayman Islands, Fortress Investment Fund IV (Fund F) L.P., an exempted limited partnership organized under the laws of the Cayman Islands, and Fortress Investment Fund IV (Fund G) L.P., an exempted limited partnership organized under the laws of the Cayman Islands (collectively, the "Fortress IV Funds"), and the Fortress III Funds and the Fortress IV Funds, together with certain members of the Issuer's management, are the sole owners of FIF HE;

- (iii) Fortress Fund III GP LLC, a Delaware limited liability company ("GP III"), is the general partner of each of the Fortress III Funds

- (iv) Fortress Investment Fund GP (Holdings) LLC, a Delaware limited liability company ("Holdings III") is the sole managing member of GP III;

- (v) Fortress Fund IV GP L.P., an exempted limited partnership organized under the laws of the Cayman Islands ("GP IV"), is the general partner of each of the Fortress IV Funds;

- (vi) Fortress Fund IV GP Holdings Ltd., an exempted company organized under the laws of the Cayman Islands ("Holdings IV") is the general partner of GP IV;

- (vii)

Fortress Operating Entity I LP, a Delaware limited partnership ("FOE I"), is the holder of all the issued and outstanding interests of each of FIG LLC and Holdings IV and the sole managing member of Holdings III;

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- (viii) FIG Corp., a Delaware corporation, is the general partner of FOE I; and
- (ix) Fortress Investment Group LLC, a Delaware limited liability company, is the holder of all issued and outstanding shares of FIG Corp.

The foregoing persons, except the members of the Issuer's management, are collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

The Joint Filing Agreement among the Reporting Persons to file this Amendment No. 1 to Schedule 13G jointly in accordance with Rule 13d-1(k) of the Exchange Act was filed as Exhibit 1 to the Schedule 13G, filed February 14, 2013 and is incorporated herein by reference.

(b) Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of the Reporting Persons is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 45th Floor, New York, NY 10105, Attention: Chief Compliance Officer.

(c) Citizenship:

See Item 4 of each of the cover pages.

(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share ("Common Stock").

(e) CUSIP Number:

63861C109.

Item 3. If this Statement is Filed Pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), Check Whether the Person Filing is a(n):

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) Investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E)
- (f) Employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F)
- (g) Parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G)
- (h) Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

- (i) Church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J)
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

(Page 24 of 30 Pages)

Item 4. Ownership.

Amount
(a) beneficially
owned:

See Item 9
of each of
the cover
pages.

(b) Percent of
class:

See Item 11
of each of
the cover
pages.

(c) Number of
shares as to
which such
person has:

(i) Sole power to vote or to direct the vote: See Item 5 of each of the cover pages.

(ii) Shared power to vote or to direct the vote: See Item 6 of each of the cover pages.

(iii) Sole power to dispose or to direct the disposition of: See Item 7 of each of the cover pages.

(iv) Shared power to dispose or to direct the disposition of: See Item 8 of each of the cover pages.

Item 5. Ownership of
Five Percent
or Less of a
Class.

If this
statement is
being filed to
report the fact
that as of the
date hereof
the reporting
person has
ceased to be
the beneficial
owner of
more than five
percent of the
class of

securities,
check the
following.

Item 6. Ownership of
More than
Five Percent
on Behalf of
Another
Person.

Not
applicable.

Item 7. Identification
and
Classification
of the
Subsidiary
Which
Acquired the
Security
Being
Reported on
by the Parent
Holding
Company.

Not
applicable.

Item 8. Identification
and
Classification
of Members
of the Group.

Not
applicable.

Item 9. Notice of
Dissolution of
Group.

Not
applicable.

Item 10. Certification.

Not
applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 16, 2018

FORTRESS INVESTMENT
GROUP LLC

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

FIG CORP.

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

FORTRESS OPERATING
ENTITY I LP

By: FIG CORP. its general partner

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

FIG LLC

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

FORTRESS INVESTMENT
FUND GP (HOLDINGS)
LLC

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

FORTRESS FUND IV GP
HOLDINGS LTD.

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

FORTRESS FUND III GP
LLC

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

FORTRESS FUND IV GP L.P.

By: FORTRESS FUND IV GP HOLDINGS LTD.
its general partner

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

FORTRESS INVESTMENT FUND
III LP

By: FORTRESS FUND III GP LLC
its general partner

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

FORTRESS INVESTMENT FUND
III (FUND B) LP

By: FORTRESS FUND III GP LLC

its general partner

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

FORTRESS INVESTMENT FUND
III (FUND C) LP

By: FORTRESS FUND III GP LLC
its general partner

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

FORTRESS INVESTMENT FUND
III (FUND D) L.P.

By: FORTRESS FUND III GP LLC
its general partner

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

FORTRESS INVESTMENT FUND III (FUND E) L.P.

By: FORTRESS FUND III GP LLC its general partner

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

FORTRESS INVESTMENT FUND IV (FUND A)
L.P.

By: FORTRESS FUND IV GP L.P.
its general partner

By: FORTRESS FUND IV GP HOLDINGS LTD.
its general partner

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

FORTRESS INVESTMENT FUND IV (FUND B)
L.P.

By: FORTRESS FUND IV GP L.P.
its general partner

By: FORTRESS FUND IV GP HOLDINGS LTD.
its general partner

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

FORTRESS INVESTMENT FUND IV (FUND C)
L.P.

By: FORTRESS FUND IV GP L.P.
its general partner

By: FORTRESS FUND IV GP HOLDINGS LTD.
its general partner

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

FORTRESS INVESTMENT FUND IV (FUND D)
L.P.

By: FORTRESS FUND IV GP L.P.
its general partner

By: FORTRESS FUND IV GP HOLDINGS LTD.
its general partner

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

FORTRESS INVESTMENT FUND IV (FUND E)
L.P.

By: FORTRESS FUND IV GP L.P.
its general partner

By: FORTRESS FUND IV GP HOLDINGS LTD.
its general partner

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

FORTRESS INVESTMENT FUND IV (FUND F)
L.P.

By: FORTRESS FUND IV GP L.P.
its general partner

By: FORTRESS FUND IV GP HOLDINGS LTD.
its general partner

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

FORTRESS INVESTMENT FUND IV (FUND G)
L.P.

By: FORTRESS FUND IV GP L.P.
its general partner

By: FORTRESS FUND IV GP HOLDINGS LTD.
its general partner

By: /s/ David N. Brooks
Name: David N. Brooks
Title: Secretary

FIF HE HOLDINGS
LLC

By: /s/ Pete Smith
Name: Pete Smith
Title: Manager