

KRAVIS HENRY R

Form 4

January 09, 2018

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KKR Fund Holdings L.P.

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS
ROBERTS & CO. L.P., 9 WEST
57TH STREET, SUITE 4200

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

WMIH CORP. [WMIH]

3. Date of Earliest Transaction
(Month/Day/Year)

01/05/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
				Code V Amount (D) Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nun Sha
Series B Convertible Preferred Stock ⁽¹⁾	\$ 2.25 ⁽²⁾	01/05/2018	J ⁽¹⁾			200,000	⁽²⁾	⁽³⁾	Common Stock	8
Series B Convertible Preferred Stock ⁽¹⁾	\$ 1.35	01/05/2018	J ⁽¹⁾		200,000		⁽⁴⁾	⁽⁴⁾	Common Stock	14

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KKR Fund Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	
KKR Fund Holdings GP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	
KKR Group Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	
KKR Group Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	
KKR & Co. L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	
KKR Management LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	
KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.	

9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

ROBERTS GEORGE R
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
2800 SAND HILL ROAD, SUITE 200
MENLO PARK, CA 94025

Signatures

KKR FUND HOLDINGS L.P. By: KKR Fund Holdings GP Limited, a general partner, By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director 01/09/2018

__Signature of Reporting Person Date

KKR FUND HOLDINGS GP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director 01/09/2018

__Signature of Reporting Person Date

KKR GROUP HOLDINGS L.P. By: KKR Group Limited, its general partner, By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director 01/09/2018

__Signature of Reporting Person Date

KKR GROUP LIMITED By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Director 01/09/2018

__Signature of Reporting Person Date

KKR & CO. L.P. By: KKR Management LLC, its general partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer 01/09/2018

__Signature of Reporting Person Date

KKR MANAGEMENT LLC By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer 01/09/2018

__Signature of Reporting Person Date

HENRY R. KRAVIS By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact 01/09/2018

__Signature of Reporting Person Date

GEORGE R. ROBERTS By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact 01/09/2018

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

KKR Wand Investors L.P. initially acquired the 3.00% Series B Convertible Preferred Stock ("3% Series B Preferred Stock") on January 5, 2015. The terms of the 3% Series B Preferred Stock were amended and restated as 5.00% Series B Convertible Preferred Stock ("5% Series B Preferred Stock"), effective as of January 5, 2018. The two reported transactions reflect the amendment of the terms of the 3% Series B Preferred Stock, which may be deemed to result in the cancellation of the "old" 3% Series B Preferred Stock and the issuance of "new" 5% Series B Preferred Stock.

(2)

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The holder of the 3% Series B Preferred Stock had no optional right to convert the 3% Series B Preferred Stock into common stock of the Issuer ("Common Stock"). All or a portion of the 3% Series B Preferred Stock would automatically convert into Common Stock on each date that the Issuer closed certain acquisitions described in the Certificate of Designations establishing the terms of the 3% Series B Preferred Stock. In the event of an automatic conversion, the 3% Series B Preferred Stock would convert into a number of shares of Common Stock equal to the \$1,000 liquidation preference amount divided by a conversion price equal to the lesser of: (a) \$2.25, and (b) the average of daily volume weighted average prices of the Common Stock during the 20 trading day period ending on the trading day immediately preceding the public announcement by the Issuer that it has entered into a definitive agreement for such acquisition, subject to a floor of \$1.75 per share.

- (3) The 3% Series B Preferred Stock could be converted automatically until January 5, 2018, unless extended pursuant to the terms thereof. If all of the Series B Preferred Stock were converted at the floor price, the amount of shares of Common Stock issuable to the Reporting Persons would be 114,285,714 shares.

- (4) The holder of the 5% Series B Preferred Stock has no optional right to convert the 5% Series B Preferred Stock into Common Stock. All or a portion of the 5% Series B Preferred Stock automatically converts into Common Stock on each date that the Issuer closes certain acquisitions described in the amendment to the Issuer's Amended and Restated Certificate of Incorporation, which established the terms of the 5% Series B Preferred Stock. In the event of an automatic conversion, the 5% Series B Preferred Stock shall convert into a number of shares of Common Stock equal to the \$1,000 liquidation preference amount divided by the fixed conversion price of \$1.35 per share. The 5% Series B Preferred Stock may be converted automatically until October 5, 2019, except in certain circumstances, such period may be extended pursuant to the terms thereof.

- (5) Represents securities held by KKR Wand Investors L.P. KKR Wand GP LLC is the general partner of KKR Wand Investors L.P. KKR Wand GP LLC is a wholly-owned subsidiary of KKR Fund Holdings L.P.

- (6) KKR Fund Holdings GP Limited is a general partner KKR Fund Holdings L.P. KKR Group Holdings L.P. is the sole shareholder of KKR Fund Holdings GP Limited and a general partner of KKR Fund Holdings L.P. KKR Group Limited is the general partner of KKR Group Holdings L.P. KKR & Co. L.P. is the sole shareholder of KKR Group Limited. KKR Management LLC is the general partner of KKR & Co. L.P. Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC.

- (7) Each of KKR Fund Holdings L.P., KKR Fund Holdings GP Limited, KKR Group Holdings L.P., KKR Group Limited, KKR & Co. L.P., KKR Management LLC, and Messrs. Kravis and Roberts may be deemed to be the beneficial owner of the securities held by KKR Wand Investors L.P. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein, and the Reporting Persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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