

KKR Wand GP LLC
 Form 3
 August 02, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

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|---|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â KKR Wand Investors Corp</p> <p>(Last) (First) (Middle)</p> <p>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.,Â 9 WEST 57TH STREET, SUITE 4200</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10019</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/31/2018</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>WMIH CORP. [WMIH]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 156,081,323 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------|--------------|--|
|---|---|--|---------------|--------------|--|

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| (Month/Day/Year) | | | Derivative Security (Instr. 4) | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---------------------|--------------------|-------|-----------------------------------|---|--|------------|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KKR Wand Investors Corp C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | ^ | ^ | ^ | ^ |
| KKR Wand Investors L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | ^ | ^ | ^ | ^ |
| KKR Wand GP LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | ^ | ^ | ^ | ^ |

Signatures

| | |
|---|------------|
| KKR WAND INVESTORS CORPORATION By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for Christopher J. Harrington, Director | 08/02/2018 |
| **Signature of Reporting Person | Date |
| KKR WAND INVESTORS L.P. By: KKR Wand GP LLC, its general partner By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for Tagar C. Olson, Vice President | 08/02/2018 |
| **Signature of Reporting Person | Date |
| KKR WAND GP LLC By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for Tagar C. Olson, Vice President | 08/02/2018 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Represents securities held directly by KKR Wand Investors Corporation. The sole directors and holders of voting stock of KKR Wand Investors Corporation are Tagar C. Olson and Christopher J. Harrington, each of which is an executive of Kohlberg Kravis Roberts & Co. L.P., which is an affiliate of KKR Fund Holdings L.P. KKR Wand Investors L.P. owns 100% of the economic interest in KKR Wand Investors Corporation. KKR Wand GP LLC is the general partner of KKR Wand Investors L.P. KKR Wand GP LLC is a wholly-owned subsidiary of KKR Fund Holdings L.P. KKR Fund Holdings GP Limited is a general partner of KKR Fund Holdings L.P. KKR Group Holdings Corp. is a general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Fund Holdings GP Limited. KKR & Co. Inc. is the sole shareholder of KKR Group Holdings Corp. KKR Management LLC is the controlling shareholder of KKR & Co. Inc. Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC.

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- On July 31, 2018, WMIH Corp. (the "Issuer"), Nationstar Mortgage Holdings Inc. ("Nationstar"), and Wand Merger Corporation, a wholly owned subsidiary of the Issuer ("Merger Sub"), completed the merger (the "Merger") under the Agreement and Plan of Merger, pursuant to which Nationstar merged with and into Merger Sub with Nationstar being the surviving entity in the Merger and a wholly owned subsidiary of the Issuer. The Merger closed on July 31, 2018. Upon effectiveness of the Merger, the 5.00% Series B Convertible Preferred Stock of the Issuer ("5% Series B Preferred Stock") held by KKR Wand Investors Corporation automatically converted into shares of Issuer common stock pursuant to the terms of the Issuer's Amended and Restated Certificate of Incorporation (the "Amended Charter"). Certain affiliates of the Reporting Persons are separately filing a Form 4 to report the transaction described herein.
- (2) Reflects the acquisition of pro rata dividends and a special distribution, pursuant to the terms of the Amended Charter, on the 5% Series B Preferred Stock exempt from Section 16 under Rule 16a-9 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").
- (3) Each of the Reporting Persons may be deemed to be the beneficial owner of all or a portion of the securities reported herein. The filing of this statement shall not be deemed to be an admission that the Reporting Persons are subject to Section 16 of the Exchange Act or that, for purposes of Section 16 of the Exchange Act or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein, and the Reporting Persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (4)

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Remarks:

ExhibitÂ List:Â ExhibitÂ 24Â -Â PowersÂ ofÂ Attorney.

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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