

FIF III C HE BLKR LLC

Form 4

August 02, 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 *
FORTRESS FUND III GP LLC

2. Issuer Name **and** Ticker or Trading
Symbol
Nationstar Mortgage Holdings Inc.
[NSM]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1345 AVENUE OF THE
AMERICAS, 45TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2018

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

(Street)
NEW YORK, NY 10105

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

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

(City) (State) (Zip)

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)
Common Stock, \$0.01 par value per share (the "Common Stock")	07/31/2018		J ⁽¹⁾	68,104,736	D <u>1</u> 0	I	By FIF HE Holdings LLC <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following the Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FORTRESS FUND III GP LLC
1345 AVENUE OF THE AMERICAS
45TH FLOOR
NEW YORK, NY 10105

Fortress Investment Fund III LP
1345 AVENUE OF THE AMERICAS
45TH FLOOR
NEW YORK, NY 10105

Fortress Investment Fund III (Fund B) LP
1345 AVENUE OF THE AMERICAS
45TH FLOOR
NEW YORK, NY 10105

FORTRESS INVESTMENT FUND III (FUND C) LP
1345 AVENUE OF THE AMERICAS
45TH FLOOR
NEW YORK, NY 10105

Fortress Investment Fund III (Fund D) LP
1345 AVENUE OF THE AMERICAS
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NEW YORK, NY 10105

Fortress Investment Fund III (Fund E) LP
1345 AVENUE OF THE AMERICAS

45TH FLOOR
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FIF III B HE BLKR LLC
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NEW YORK, NY 10105

FIF III C HE BLKR LLC
1345 AVENUE OF THE AMERICAS
45TH FLOOR
NEW YORK, NY 10105

Signatures

/s/ David N. Brooks, Secretary of Fortress Fund III GP LLC	08/02/2018
__Signature of Reporting Person	Date
/s/ David N. Brooks, Secretary of Fortress Fund III GP LLC, General Partner to Fortress Investment Fund III LP	08/02/2018
__Signature of Reporting Person	Date
/s/ David N. Brooks, Secretary of Fortress Fund III GP LLC, General Partner to Fortress Investment Fund III (Fund B) LP	08/02/2018
__Signature of Reporting Person	Date
/s/ David N. Brooks, Secretary of Fortress Fund III GP LLC, General Partner to Fortress Investment Fund III (Fund C) LP	08/02/2018
__Signature of Reporting Person	Date
/s/ David N. Brooks, Secretary of Fortress Fund III GP LLC, General Partner to Fortress Investment Fund III (Fund D) LP	08/02/2018
__Signature of Reporting Person	Date
/s/ David N. Brooks, Secretary of Fortress Fund III GP LLC, General Partner to Fortress Investment Fund III (Fund E) LP	08/02/2018
__Signature of Reporting Person	Date
/s/ Pete Smith, Manager of FIF III B HE BLKR LLC	08/02/2018
__Signature of Reporting Person	Date
/s/ Pete Smith, Manager of FIF III C HE BLKR LLC	08/02/2018
__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).
Each share of Common Stock was disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of February 12, 2018, by and among the issuer, WMIH Corp. ("WMIH") and Wand Merger Corporation, a wholly owned subsidiary of WMIH, in exchange for either (i) \$18.00 in cash, without interest or (ii) 12.7793 shares of validly issued, fully paid and nonassessable shares of common stock, par value \$0.00001 per share, of WMIH, in each case, subject to the merger consideration election made by the reporting person and the proration and adjustments set forth in the Merger Agreement.
- (1) WMIH, in exchange for either (i) \$18.00 in cash, without interest or (ii) 12.7793 shares of validly issued, fully paid and nonassessable shares of common stock, par value \$0.00001 per share, of WMIH, in each case, subject to the merger consideration election made by the reporting person and the proration and adjustments set forth in the Merger Agreement.
- (2) Fortress Investment Group LLC wholly owns FIG Corp., which is the general partner of Fortress Operating Entity I LP ("FOE I"), which is the sole managing member of each of FIG LLC and Fortress Investment Fund GP (Holding) LLC ("Holdings III") and wholly owns Fortress Fund IV GP Holdings Ltd. ("Holdings IV"). Holdings III is the sole managing member of Fortress Fund III GP LLC

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("GP III"). Holdings IV is the general partner of Fortress Fund IV GP L.P. ("GP IV").

- (3) GP III is the general partner of and FIG LLC is the investment advisor to each of Fortress Investment Fund III LP ("Fund III"), Fortress Investment Fund III (Fund B) LP ("Fund III B"), Fortress Investment Fund III (Fund C) LP ("Fund III C"), Fortress Investment Fund III (Fund D) LP ("Fund III D") and Fortress Investment Fund III (Fund E) LP ("Fund III E"). Fund III B is the sole managing member of FIF III B HE BLKR LLC ("Blocker III B"). Fund III C is the sole managing member of FIF III C HE BLKR LLC ("Blocker III C", together with Fund III, Fund III D, Fund III E and Blocker III B, "Fortress Funds III").

- (4) GP IV is the general partner of and FIG LLC is the investment advisor to each of Fortress Investment Fund IV (Fund A) L.P. ("Fund IV A"), Fortress Investment Fund IV (Fund B) L.P. ("Fund IV B"), Fortress Investment Fund IV (Fund C) L.P. ("Fund IV C"), Fortress Investment Fund IV (Fund D) L.P. ("Fund IV D"), Fortress Investment Fund IV (Fund E) L.P. ("Fund IV E"), Fortress Investment Fund IV (Fund F) L.P. ("Fund IV F") and Fortress Investment Fund IV (Fund G) L.P. ("Fund IV G", together with Fund IV C and Fund IV F, "Funds IV CFG"). Fund IV B is the sole managing member of FIF IV B HE BLKR LLC ("Blocker IV B"). Funds IV CFG wholly own FIF IV CFG HE BLKR LLC ("Blocker IV CFG", together with Fund IV A, Fund IV D, Fund IV E, Blocker IV B and Fortress Funds III, "Fortress Funds").

- (5) Fortress Funds are the sole holders of the common units of FIF HE Holdings LLC, which directly held the shares of Common Stock disposed of pursuant to the Merger Agreement.

- (6) Each reporting person disclaims beneficial ownership of all reported shares except to the extent of its pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended or otherwise.

Remarks:

Form 2 of 3. This Form 3 is the second of three being filed by Fortress Investment Group LLC. Three Forms 3 (each, a "Form 3")

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.