

Nationstar Mortgage Holdings Inc.  
Form SC TO-I/A  
March 02, 2016

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE TO**

**Amendment No. 1**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1) OF**

**THE SECURITIES EXCHANGE ACT OF 1934**

**NATIONSTAR MORTGAGE HOLDINGS INC.**

*(Name of Subject Company (Issuer) and Filing Person (Offeror))*

**Common Stock, par value \$0.01 per share**

*(Title of Class of Securities)*

**63861C109**

*(CUSIP Number of Class of Securities)*

**Anthony W. Villani, Esq.**

**Executive Vice President and General Counsel**

**Nationstar Mortgage LLC**

**8950 Cypress Waters Blvd.**

**Coppell, Texas, 75019**

**(469) 549-2000**

*(Name, address and telephone number of person authorized to*

*receive notices and communications on behalf of filing person)*

*Copy to:*

**David Lopez, Esq.**

**Duane McLaughlin, Esq.**

**Cleary Gottlieb Steen & Hamilton LLP**

**One Liberty Plaza**

**New York, New York 10006**

**(212) 225-2000**

**CALCULATION OF FILING FEE**

Transaction Valuation <sup>(1)</sup>	Amount of Filing Fee <sup>(2)</sup>
\$100,000,000	\$10,070

(1) Calculated solely for purposes of determining the amount of the filing fee. This amount is based upon the offer to purchase for not more than \$100,000,000 in aggregate of up to 12,195,121 shares of common stock of Nationstar Mortgage Holdings Inc. at the minimum tender offer price of \$8.20 per share in cash.

(2) The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$100.70 per million dollars of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$10,070  
Form or Registration No.: Schedule TO  
Filing Party: Nationstar Mortgage Holdings Inc.  
Date Filed: February 11, 2016

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- ☐ Check the box if filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- ☐ third-party tender offer subject to Rule 14d-1.
- ☐ issuer tender offer subject to Rule 13e-4.
- ☐ going-private transaction subject to Rule 13e-3.
- ☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☐

This Amendment No. 1 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO (the Schedule TO) originally filed with the U.S. Securities and Exchange Commission by Nationstar Mortgage Holdings Inc., a Delaware corporation (Nationstar or the Company), on February 11, 2016, in connection with the offer by Nationstar to purchase for not more than \$100,000,000 in cash shares of its common stock, par value \$0.01 per share (the Shares), pursuant to (i) auction tenders at prices specified by the tendering shareholders of not greater than \$9.40 per Share nor less than \$8.20 per Share or (ii) purchase price tenders pursuant to which shareholders indicate they are willing to sell their Shares to the Company at the purchase price determined in the offer, in either case, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions described in the Offer to Purchase, dated February 11, 2016 (the Offer to Purchase), a copy of which was filed with the Schedule TO as Exhibit (a)(1)(A), and in the related Letter of Transmittal (the Letter of Transmittal, which together with the Offer to Purchase, as they may be amended or supplemented from time to time, constitute the Tender Offer), a copy of which was filed with the Schedule TO as Exhibit (a)(1)(B).

This Amendment No. 1 is intended to satisfy the reporting requirements of Rule 13e-4(c)(3) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act). The information contained in the Offer to Purchase and Letter of Transmittal is hereby incorporated by reference into this Amendment, except that such information is hereby amended and supplemented to the extent specifically provided herein.

#### **Items 1 through 12.**

Items 1 through 12 of the Schedule TO, to the extent they incorporate by reference information contained in the Offer to Purchase and the Letter of Transmittal, are hereby amended as follows:

(1) The section of the Offer to Purchase captioned Section 10 Certain Information Concerning the Company is hereby amended as follows:

The list immediately below the paragraph beginning with the heading *Incorporation by Reference*, on page 41 is amended and restated in its entirety as follows:

The Annual Report of Nationstar Mortgage Holdings Inc. on Form 10-K for the year ended December 31, 2015, as filed on March 1, 2016;

The current reports of Nationstar Mortgage Holdings Inc. on Form 8-K, as filed with the SEC on May 14, 2015, May 19, 2015, and November 30, 2015; and

The Definitive Proxy Statement of Nationstar Mortgage Holdings Inc. on Schedule 14A, as filed on April 10, 2015 (other than information in the Definitive Proxy Statement that is not specifically incorporated by reference in the Annual Report of Nationstar Mortgage Holdings Inc. on Form 10-K for the year ended December 31, 2014, as filed on February 27, 2015).

#### **Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits to the exhibit index:

<b>Exhibit No.</b>	<b>Description</b>
(d)(12)	Offer Letter and Acceptance, dated as of June 24, 2015, by and between Nationstar Mortgage LLC and Anthony L. Ebers (incorporated by reference as Exhibit 10.45 to the Company's Annual Report on Form 10-K for the year ended December 31, 2015 filed with the SEC on March 1, 2016).
(d)(13)	Offer Letter, dated as of July 6, 2015, by and between Nationstar Mortgage LLC and Michael R. Rawls (incorporated by reference as Exhibit 10.46 to the Company's Annual Report on Form 10-K for the year ended December 31, 2015 filed with the SEC on March 1, 2016).

**Exhibit No.**

**Description**

(d)(14)

Form of Amended and Restated Restricted Stock Unit Agreement for Non-Employee Directors under the Amended and Restated 2012 Incentive Compensation Plan (incorporated by reference as Exhibit 10.54 to the Company's Annual Report on Form 10-K for the year ended December 31, 2015 filed with the SEC on March 1, 2016).

**SIGNATURE**

After due 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.

NATIONSTAR MORTGAGE HOLDINGS  
INC.

By: */s/ Robert D. Stiles*

Name: Robert D. Stiles

Title: Chief Financial Officer

Date: March 1, 2016



**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
(a)(1)(A)	Offer to Purchase, dated February 11, 2016.*
(a)(1)(B)	Letter of Transmittal.*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Summary Advertisement, dated February 11, 2016.*
(a)(2)	None.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)(A)	Press release announcing commencement of the Tender Offer, dated February 11, 2016.*
(b)	None.
(d)(1)	Stockholders Agreement, dated as of February 17, 2012, between Nationstar Mortgage Holdings Inc. and FIF HE Holdings LLC (incorporated by reference as Exhibit 4.1 to the Company's Registration Statement on Form S-1/A, filed with the SEC on February 24, 2012).
(d)(2)	Offer Letter and Acceptance, dated as of March 31, 2014, between Nationstar Mortgage Holdings Inc. and Robert Stiles (incorporated by reference as Exhibit 10.45 to the Company's Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on February 26, 2015).
(d)(3)	Separation Agreement and Release of All Claims, dated as of November 23, 2015, by and between Nationstar Mortgage Holdings Inc. and Kal Raman (incorporated by reference as Exhibit 10.1 to the Company's current report on Form 8-K, filed with the SEC on November 30, 2015).
(d)(4)	Nationstar Mortgage Holdings Inc. Amended and Restated 2012 Incentive Compensation Plan, dated as of February 24, 2015 (incorporated by reference as Exhibit 10.4 to the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2015, filed with the SEC on May 7, 2015).
(d)(5)	Form of Restricted Stock Grant Agreement for Employees under the 2012 Incentive Compensation Plan (incorporated by reference as Exhibit 10.2 to the Company's current report on Form 8-K, filed with the SEC on November 16, 2012).
(d)(6)	Form of Restricted Stock Grant Agreement for Non-Employee Directors under the 2012 Incentive Compensation Plan (incorporated by reference as Exhibit 10.4 to the Company's current report on Form 8-K, filed with the SEC on November 16, 2012).
(d)(7)	Form of Restricted Stock Unit Agreement for Non-Employee Directors under the 2012 Incentive Compensation Plan (incorporated by reference as Exhibit 10.6 to the Company's quarterly report on Form 10-Q for the quarter ended September 30, 2014, filed with the SEC on November 7, 2014).
(d)(8)	Form of Restricted Stock Unit Agreement for Employees under the Amended and Restated 2012

Incentive Compensation Plan (incorporated by reference as Exhibit 10.5 to the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2015, filed with the SEC on May 7, 2015).

(d)(9)

Nationstar Mortgage LLC Annual Incentive Compensation Plan, amended and restated as of March 30, 2014 (incorporated by reference as Exhibit 10.10 to the Company's quarterly report on Form 10-Q for the quarter ended June 30, 2014, filed with the SEC on August 6, 2014).

- (d)(10) Nationstar Mortgage Holdings Inc. Executive Management Incentive Plan, dated as of March 31, 2015 (incorporated by reference as Exhibit 10.1 to the Company's current report on Form 8-K, filed with the SEC on April 2, 2015).
- (d)(11) Form of Indemnification Agreement with directors and officers (incorporated by reference as Exhibit 10.52 to the Company's Registration Statement on Form S-1/A, filed with the SEC on February 24, 2012).
- (d)(12) Offer Letter and Acceptance, dated as of June 24, 2015, by and between Nationstar Mortgage LLC and Anthony L. Ebers (incorporated by reference as Exhibit 10.45 to the Company's Annual Report on Form 10-K for the year ended December 31, 2015 filed with the SEC on March 1, 2016).
- (d)(13) Offer Letter, dated as of July 6, 2015, by and between Nationstar Mortgage LLC and Michael R. Rawls (incorporated by reference as Exhibit 10.46 to the Company's Annual Report on Form 10-K for the year ended December 31, 2015 filed with the SEC on March 1, 2016).
- (d)(14) Form of Amended and Restated Restricted Stock Unit Agreement for Non-Employee Directors under the Amended and Restated 2012 Incentive Compensation Plan (incorporated by reference as Exhibit 10.54 to the Company's Annual Report on Form 10-K for the year ended December 31, 2015 filed with the SEC on March 1, 2016).
- (g) None.
- (h) None.

\* Previously filed as exhibits to the initial Schedule TO filed on February 11, 2016