

Nationstar Mortgage Holdings Inc.  
 Form 4  
 March 03, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**STILES ROBERT DANIEL**

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/01/2017

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 EVP & CFO

C/O NATIONSTAR MORTGAGE HOLDINGS INC., 8950 CYPRESS WATERS BOULEVARD

(Street)

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

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

COPPELL, TX 75019

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/01/2017		M	18,281	A \$ 0	100,802	D
Common Stock	03/01/2017		F	7,669 <u>(1)</u>	D \$ 18.29	93,133	D
Common Stock	03/02/2017		F	3,437 <u>(2)</u>	D \$ 18.59	89,696	D

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**

SEC 1474 (9-02)

required to respond unless the form 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <sup>(3)</sup>	03/01/2017		A	16,403	<u>(4)</u>	<u>(4)</u>	Common Stock	16,403
Restricted Stock Units	\$ 0 <sup>(3)</sup>	03/01/2017		M	18,281	<u>(4)</u>	<u>(4)</u>	Common Stock	18,281

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STILES ROBERT DANIEL C/O NATIONSTAR MORTGAGE HOLDINGS INC. 8950 CYPRESS WATERS BOULEVARD COPPELL, TX 75019			EVP & CFO	

## Signatures

/s/ Katherine K. Connell, 03/03/2017  
Attorney-in-Fact

\*\*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).
- (1) Number of shares forfeited to pay tax withholding obligations upon the vesting of restricted stock units ("RSUs") granted by the Issuer under its Second Amended and Restated 2012 Incentive Compensation Plan (the "Plan").
- (2) Number of shares forfeited to pay tax withholding obligations upon the vesting of restricted stock granted by the Issuer under the Plan.
- (3) Each RSU represents a contingent right to receive one share of Common Stock of the Issuer and is granted pursuant to the Plan.
- (4) The reporting person has received an award of RSUs, subject to the terms and conditions of the award agreement. The RSUs vest over a three-year period, with 33% of the RSUs vesting on each of the first and second anniversaries and 34% vesting on the third anniversary of the grant date, subject to the reporting person's continued employment with the Issuer.

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

## Edgar Filing: Nationstar Mortgage Holdings Inc. - Form 4

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.