

Nationstar Mortgage Holdings Inc.
Form 4
May 17, 2016

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GIDEL ROBERT H

(Last) (First) (Middle)

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

(Street)

COPPELL, TX 75019

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2016

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
☐ 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. 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	05/14/2016		M	5,472 A	\$ 0 (1) 5,472	D	
Common Stock					25,429	I	By Liberty Partners, LLC

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
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

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. Pr Dep Secu (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽¹⁾	05/14/2016		M	5,472	⁽²⁾	⁽²⁾	Common Stock	5,472

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GIDEL ROBERT H
C/O NATIONSTAR MORTGAGE HOLDINGS INC.
8950 CYPRESS WATERS BOULEVARD
COPPELL, TX 75019

X

Signatures

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

05/17/2016

**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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Common Stock of the Issuer, or in the sole discretion of the Issuer, a cash payment in lieu of all or a portion thereof, and was granted pursuant to the Issuer's Second Amended and Restated 2012 Incentive Compensation Plan. RSUs in respect of 5,472 shares vested on May 14, 2016 and were for shares of Issuer's Common Stock.

(2) The reporting person has received an award of RSUs, subject to the terms and conditions of the award agreement, as amended. 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, May 14, 2015, subject to the reporting person's continued service as a Director 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.

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