

Nationstar Mortgage Holdings Inc.

Form 4

March 03, 2017

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 *
STILES ROBERT DANIEL

(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)
03/01/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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. Transaction Code (Instr. 8)	4. Securities Acquired 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)
			Code	V	Amount (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 (1)	D \$ 18.29	93,133 D
Common Stock	03/02/2017		F		3,437 (2)	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**

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(9-02)

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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 ⁽³⁾	03/01/2017		A	16,403	⁽⁴⁾ ⁽⁴⁾	Common Stock 16,403
Restricted Stock Units	\$ 0 ⁽³⁾	03/01/2017		M	18,281	⁽⁴⁾ ⁽⁴⁾	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,
Attorney-in-Fact 03/03/2017

**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.
- The reporting person has received an award of RSUs, subject to the terms and conditions of the award agreement. The RSUs vest over a
- (4) 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.

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