
Section 1: 8-K (8-K)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of report: March 9, 2018

Nationstar Mortgage Holdings Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-35449
(Commission File Number)

45-2156869
(I.R.S. Employer
Identification Number)

**8950 Cypress Waters Boulevard
Coppell, Texas 75019**
(Address of Principal Executive Offices)

(469) 549-2000
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 9.01

Financial Statements and Exhibits.

Consent of Independent Registered Public Accounting Firm

This 8-K includes as an exhibit the consent of Ernst & Young LLP to the incorporation by reference in certain registration statements of Nationstar Mortgage Holdings Inc. (the "Company") of its reports dated March 2, 2018, relating to the consolidated financial statements of the Company and the effectiveness of internal control over financial reporting of the Company, which appears in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

Exhibit

Number

Exhibit

23.1

[Consent of Ernst & Young LLP](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Nationstar Mortgage Holdings Inc.

Date: March 9, 2018

By: /s/ Amar Patel

Amar Patel
Chief Financial Officer

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Section 2: EX-23.1 (EXHIBIT 23.1)

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-3 No. 333-202397) of Nationstar Mortgage Holdings Inc.,
- (2) Registration Statement (Form S-8 No. 333-183332) pertaining to the Second Amended and Restated 2012 Incentive Compensation Plan of Nationstar Mortgage Holdings Inc.;
- (3) Registration Statement (Form S-8 No. 333-213573) pertaining to the Second Amended and Restated Incentive Compensation Plan of Nationstar Mortgage Holdings Inc.

of our reports dated March 2, 2018, with respect to the consolidated financial statements of Nationstar Mortgage Holdings Inc., and the effectiveness of internal control over financial reporting of Nationstar Mortgage Holdings Inc., included in this Annual Report (Form 10-K) of Nationstar Mortgage Holdings Inc. for the year ended December 31, 2017.

/s/ Ernst & Young LLP

Dallas, Texas
March 2, 2018

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