### Section 1: S-8 POS (S-8 POS)

As filed with the Securities and Exchange Commission on July 31, 2018

Registration No. 333-183332 Registration No. 333-213573

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION NO. 333-183332 POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION NO. 333-213573 UNDER THE SECURITIES ACT OF 1933

## Nationstar Mortgage Holdings Inc.

(Exact Name of Registrant as Specified in Its Charter)

**Delaware** (State or Other Jurisdiction of Incorporation or Organization) 45-2156869 (I.R.S. Employer Identification Number)

Nationstar Mortgage Holdings Inc. 2012 Incentive Compensation Plan Nationstar Mortgage Holdings Inc. Second Amended and Restated 2012 Incentive Compensation Plan (Full title of the plan)

> Anthony W. Villani Executive Vice President & General Counsel 8950 Cypress Waters Blvd. Coppell, TX 75019 (469) 549-2000

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

an emerging growth con		celerated filer, a non-accelerated filer, a smaller reporting company, of accelerated filer," "smaller reporting company" and "emerging	or
Large accelerated filer		Accelerated filer	$\boxtimes$
Non-accelerated filer	$\square$ (Do not check if a smaller reporting company)	Smaller reporting company	
		Emerging growth company	
0 00	company, indicate by check mark if the registrant has notial accounting standards provided pursuant to Secti	elected not to use the extended transition period for complying with on $7(a)(2)(B)$ of the Securities Act. $\Box$	

#### **DEREGISTRATION OF SECURITIES**

These Post-Effective Amendments relate to the following Registration Statements filed on Form S-8 (collectively, the "Registration Statements").

- 1. Registration Statement No. 333-183332, originally filed by Nationstar Mortgage Holdings Inc. ("<u>Nationstar</u>") with the Securities and Exchange Commission (the "<u>SEC</u>") on August 15, 2012, which registered the offer and sale of up to 6,400,000 shares of Nationstar's common stock ("<u>Shares</u>") under the Nationstar Mortgage Holdings Inc. 2012 Incentive Compensation Plan; and
- 2. Registration Statement No. 333-213573, originally filed by Nationstar with the SEC on September 9, 2016, which relates to the offer and sale of up to 6,000,000 Shares under the Nationstar Mortgage Holdings Inc. Second Amended and Restated 2012 Incentive Compensation Plan.

These Post-Effective Amendments are being filed in connection with the closing on July 31, 2018 of the transactions contemplated by the Agreement and Plan of Merger, dated as of February 12, 2018 (the "Merger Agreement"), by and among WMIH Corp., a Delaware corporation ("WMIH"), Wand Merger Corporation, a Delaware corporation and wholly owned subsidiary of WMIH ("Merger Sub"), and Nationstar, pursuant to which Merger Sub has merged with and into Nationstar, with Nationstar continuing as the surviving corporation.

As a result of the closing of the transactions contemplated by the Merger Agreement, Nationstar has terminated all offerings of its securities pursuant to the above referenced Registration Statements. In accordance with an undertaking made by Nationstar in each of the Registration Statements to remove from registration by means of a post-effective amendment any securities which remain unsold at the termination of the offering, Nationstar hereby removes and withdraws from registration all securities of Nationstar registered pursuant to the Registration Statements that remain unsold as of the date hereof.

### **SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Coppell, State of Texas, on this July 31, 2018. No other person is required to sign these Post-Effective Amendments to the Registration Statements in reliance on Rule 478 of the Securities Act of 1933, as amended.

Nationstar Mortgage Holdings Inc.

By:	/s/ Amar Patel	
Name:	Amar Patel	
Title:	Chief Financial Officer	

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