
Section 1: 8-K (FORM 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 (Date of earliest event reported): January 13, 2020

Mr. Cooper Group Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-14667
(Commission
File Number)

91-1653725
(I.R.S. Employer
Identification No.)

8950 Cypress Waters Blvd.
Coppell, TX 75019
(Address of Principal Executive Offices, and Zip Code)

469.549.2000
(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	COOP	The Nasdaq Stock Market

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 8.01. Other Events

On January 13, 2020, Mr. Cooper Group Inc. (the "Company") issued a press release announcing the pricing of its offering by Nationstar Mortgage Holdings Inc., a direct wholly-owned subsidiary of the Company of \$600 million aggregate principal amount of senior unsecured notes in an offering exempt from the registration requirements of the Securities Act of 1933, as amended. A copy of the press release is filed as Exhibit 99.1 to this report and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Exhibit
<u>99.1</u>	<u>Press release of Mr. Cooper Group Inc., dated January 13, 2020</u>

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.

Mr. Cooper Group Inc.

Date: January 13, 2020

By: /s/ Christopher G. Marshall
Christopher G. Marshall
Vice Chairman and Chief Financial Officer

[\(Back To Top\)](#)

Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1

Mr. Cooper Group Inc. Announces Pricing of Offering of \$600 Million of Senior Notes

DALLAS--(BUSINESS WIRE)--January 13, 2020--Mr. Cooper Group Inc. (NASDAQ: COOP) (“Mr. Cooper”) announced the pricing of an offering by Nationstar Mortgage Holdings Inc., a direct wholly-owned subsidiary of Mr. Cooper (“Nationstar”) of \$600,000,000 6.00% Senior Notes due 2027 (the “Notes”). The Notes will bear interest at 6.00% per annum and will mature on January 15, 2027. Interest on the Notes will be payable semi-annually on January 15 and July 15 of each year, beginning on July 15, 2020.

The offering is expected to close on or around January 16, 2020, subject to customary closing conditions. It is expected that the net proceeds of the offering, together with cash on hand, will be used to redeem in full the outstanding 6.500% Senior Notes due 2021 and 6.500% Senior Notes due 2022 issued by Nationstar Mortgage LLC and Nationstar Capital Corporation, each an indirect, wholly-owned subsidiary of the Company. The Notes will be guaranteed on a joint and several basis by Mr. Cooper and wholly-owned domestic subsidiaries of Nationstar (other than certain excluded subsidiaries).

The offering of the Notes was made in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), in the United States only to investors who are “qualified institutional buyers,” as that term is defined in Rule 144A under the Securities Act, or outside the United States pursuant to Regulation S under the Securities Act. The Notes have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States without registration or an applicable exemption from registration requirements.

This press release does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of any of the Notes in any jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Forward-Looking Statements

This press release may include information that could constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any such forward-looking statements may involve risk and uncertainties that could cause actual results to differ materially from any future results encompassed within the forward-looking statements. Factors that could cause or contribute to such differences include those matters disclosed in Mr. Cooper’s Securities and Exchange Commission filings. Past results of Mr. Cooper are not necessarily indicative of future results. Mr. Cooper does not undertake any obligation to update any forward-looking statement.

About Mr. Cooper Group

Mr. Cooper Group Inc. (NASDAQ: COOP) provides quality servicing, origination and transaction-based services related principally to single-family residences throughout the United States with operations under its primary brands: Mr. Cooper® and Xome®. Mr. Cooper is one of the largest home loan servicers in the country focused on delivering a variety of servicing and lending products, services and technologies. Xome provides technology and data enhanced solutions to homebuyers, home sellers, real estate agents and mortgage companies. For more information, visit www.mrcoopergroup.com.

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[\(Back To Top\)](#)