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## Section 1: 8-K (FORM 8-K)

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

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**FORM 8-K**

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

**Date of report (Date of earliest event reported): August 3, 2020**

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**Mr. Cooper Group Inc.**

(Exact Name of Registrant as Specified in Charter)

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**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)

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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))

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

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.

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**Item 8.01. Other Events****Notes Offering**

On August 3, 2020, Mr. Cooper Group Inc. (the “Company”) issued a press release announcing the pricing of its offering by Nationstar Mortgage Holdings Inc. (“Nationstar”), a direct wholly-owned subsidiary of the Company, of \$850 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 is incorporated herein by reference.

**Redemption of 8.125% Senior Notes due 2023**

On August 3, 2020, Nationstar, a direct wholly-owned subsidiary of the Company, notified Wells Fargo Bank, National Association, as trustee (the “Trustee”), under the indenture, dated as of July 13, 2018, as amended and supplemented to date, by and among Nationstar, the Trustee and the guarantors party thereto, governing Nationstar’s 8.125% Senior Notes due 2023 (the “2023 Notes”) that Nationstar intends to redeem all \$950 million of its outstanding 2023 Notes on August 13, 2020. Nationstar’s redemption of the 2023 Notes is conditioned upon the consummation of the incurrence by Nationstar of additional indebtedness yielding net proceeds that are sufficient, together with cash on hand, to pay the redemption price for the 2023 Notes.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit Number</u>	<u>Exhibit</u>
99.1	<a href="#">Press release of Mr. Cooper Group Inc., dated August 3, 2020</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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## 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: August 3, 2020

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

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## Section 2: EX-99.1 (EX-99.1)

**Exhibit 99.1**

### Mr. Cooper Group Inc. Announces Pricing of Offering of \$850 Million of Senior Notes

DALLAS—(BUSINESS WIRE)—August 3, 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 \$850,000,000 5.50% Senior Notes due 2028 (the “Notes”). The Notes will bear interest at 5.50% per annum and will mature on August 15, 2028. Interest on the Notes will be payable semi-annually on February 15 and August 15 of each year, beginning on February 15, 2021.

The offering is expected to close on or around August 6, 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 all \$950 million of the outstanding 8.125% Senior Notes due 2023 issued by Nationstar. 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](http://www.mrcoopergroup.com).

#### Contacts

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