

FLAGSTAR BANCORP INC  
Form 8-K  
May 23, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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): May 22, 2018

(Exact Name of Registrant as Specified in Charter)

|   |                                     |  |
|---|-------------------------------------|--|
| Michigan<br>(State or Other Jurisdiction<br>of Incorporation) | 1-16577<br>(Commission File Number) | 38-3150651<br>(IRS Employer<br>Identification No.) |
|---|-------------------------------------|--|

5151 Corporate Drive, Troy, Michigan 48098  
(Address of Principal Executive Offices) (Zip Code)  
(248) 312-2000  
(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 communications 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 communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders

The Annual Meeting of Stockholders of Flagstar Bancorp, Inc. (the "Company") was held on May 22, 2018 (the "Annual Meeting"). A total of 55,428,304 shares of common stock were represented in person or by proxy, for 96.62 percent of the 57,363,798 shares of common stock outstanding on March 23, 2018, the record date. The final voting results of the three proposals presented to the Company's stockholders at the Annual Meeting were as follows:

(i) the election of the nine director nominees:

| Name                  | For        | Against    | Abstain | Broker Non-Vote |
|-----------------------|------------|------------|---------|-----------------|
| Alessandro P. DiNello | 53,276,004 | 99,348     | 54,783  | 1,998,169       |
| Jay J. Hansen         | 53,236,141 | 136,138    | 57,856  | 1,998,169       |
| John D. Lewis         | 52,646,476 | 726,205    | 57,454  | 1,998,169       |
| David J. Matlin       | 42,905,224 | 10,467,042 | 57,869  | 1,998,169       |
| Bruce E. Nyberg       | 52,868,783 | 503,350    | 58,002  | 1,998,169       |
| James A. Ovenden      | 52,780,450 | 591,702    | 57,983  | 1,998,169       |
| Peter Schoels         | 42,283,255 | 11,089,098 | 57,782  | 1,998,169       |
| David L. Treadwell    | 53,281,871 | 90,427     | 57,837  | 1,998,169       |
| Jennifer R. Whip      | 53,282,687 | 89,705     | 57,743  | 1,998,169       |

(ii) to ratify the appointment of PricewaterhouseCoopers, LLP as the Company's independent registered public accountants for the year ending December 31, 2018.

| For        | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 55,285,879 | 125,835 | 16,590  | —               |

(iii) to adopt an advisory (non-binding) resolution to approve named executive officer compensation.

| For        | Against   | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 47,551,531 | 5,814,126 | 64,478  | 1,998,169       |

SIGNATURE

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.

FLAGSTAR BANCORP, INC.

Dated: May 23, 2018    By: /s/ James K. Ciroli  
James K. Ciroli  
Executive Vice President and Chief Financial Officer