

KKR Wand Holdings Corp

Form 3

February 15, 2018

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â KKR Wand Holdings Corp

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS
ROBERTS & CO. L.P.,Â 9
WEST 57TH STREET, SUITE
4200

(Street)

NEW YORK,,Â NYÂ 10019

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/12/2018

3. Issuer Name and Ticker or Trading Symbol
WMIH CORP. [WMIH]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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required to respond unless the form displays a
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	10,065,629	\$ 1.1	D (2) (3)	Â
Warrants	Â (4)	01/30/2019	Common Stock	30,700,000	\$ 1.32	D (2) (3)	Â
Warrants	Â (4)	01/30/2019	Common Stock	30,700,000	\$ 1.43	D (2) (3)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR Wand Holdings Corp C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK,, NY 10019	Â	Â	Â	Â

Signatures

KKR WAND HOLDINGS
CORPORATION By: /s/ Terence Gallagher
Name: Terence Gallagher Title: 02/15/2018
Attorney-in-fact for Christopher
Harrington, Director

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Series A Convertible Preferred Stock is immediately convertible.

Reflects securities directly held by KKR Wand Holdings Corporation ("KKR Wand Holdings"). These securities were previously held directly by KKR Fund Holdings L.P. which contributed such securities to KKR Wand Holdings on February 12, 2018. The sole directors and holders of voting stock of KKR Wand Holdings are Christopher Harrington and Tagar Olson, each of which is an executive of Kohlberg Kravis Roberts & Co. L.P., which is an affiliate of KKR Fund Holdings L.P. KKR Fund Holdings L.P. owns 100% of the economic interest in KKR Wand Holdings.

(3) KKR Fund Holdings GP Limited is a general partner of KKR Fund Holdings L.P. KKR Group Holdings L.P. is the sole shareholder of KKR Fund Holdings GP Limited and a general partner of KKR Fund Holdings L.P. KKR Group Limited is the general partner of KKR Group Holdings L.P. KKR & Co. L.P. is the sole shareholder of KKR Group Limited. KKR Management LLC is the general partner of KKR & Co. L.P. Henry R. Kravis and George R. Roberts are officers and the designated members of KKR Management LLC.

(4) The warrants are immediately exercisable.

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Remarks:

The filing of this statement shall not be deemed to be an admission that, for purposes of Section

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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