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FLAGSTAR BANCORP INC
Form S-8
June 03, 2005

As filed with the Securities and Exchange Commission on June 3, 2005
Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

FLAGSTAR BANCORP, INC.

(Exact Name of Registrant as Specified in Its Charter)

MICHIGAN

38-3150651

(State or Other Jurisdiction of
Incorporation or Organization)

(I.R.S. Employer
Identification No.)

5151 CORPORATE DRIVE
TROY, MICHIGAN 48098

(Address of Principal Executive Office)

FLAGSTAR BANCORP, INC. 1997 EMPLOYEES AND DIRECTORS STOCK OPTION PLAN

(Full title of the Plan)

MARK T. HAMMOND, VICE CHAIRMAN OF THE BOARD,
PRESIDENT AND CHIEF EXECUTIVE OFFICER
FLAGSTAR BANCORP, INC.
5151 CORPORATE DRIVE
TROY, MICHIGAN 48098

(Name and Address of Agent For Service)

(248) 312-2000

(Telephone Number, Including Area Code, of Agent for Service)

COPIES TO:
JEREMY T. JOHNSON, ESQUIRE
KUTAK ROCK LLP
1101 CONNECTICUT AVENUE, N.W., SUITE 1000
WASHINGTON, D.C. 20036-4374
(202) 828-2400
(202) 828-2488 (FACSIMILE)

CALCULATION OF REGISTRATION FEE

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Title Of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee
Common Stock, \$.01 par value	1,500,000	\$19.27	\$28,905,000	\$3,414

- (1) The provisions of Rule 416 under the Securities Act of 1933 shall apply to this Registration Statement and the number of shares registered on this Registration Statement shall increase or decrease as a result of stock splits, stock dividends or similar transactions. Shares are issuable under the amendment to the Flagstar Bancorp, Inc. 1997 Employees and Directors Stock Option Plan (the "Option Plan") approved at the 2005 Annual Meeting of Shareholders on May 27, 2005 and as such amounts may be further increased in accordance with said plan in the event of a merger, consolidation, recapitalization, stock dividend, stock split, or similar event involving the Registrant. In addition to the above-referenced shares, 1,000,000 shares were previously registered on a Form S-8 dated May 30, 2002, 2,067,000 shares were previously registered on a Form S-8 dated August 30, 2001, and 672,500 shares were previously registered on a Form S-8 dated April 30, 1999. In total, there are 13,727,250 shares (split adjusted to reflect a 3-for-2 stock split on July 13, 2001, a 3-for-2 stock split on May 31, 2002, and a 2-for-1 stock split on May 15, 2003) registered and issuable pursuant to the Option Plan.
- (2) Estimated solely for the purpose of calculating the Registration Fee. Under Rule 457(h), the shares are being registered based upon the average of the high and low selling prices of the common stock of the Registrant, as reported on the New York Stock Exchange ("NYSE") on May 26, 2005, of \$19.27 per share (\$28,905,000 in the aggregate).
- (3) Estimated based on (1) and (2) above.

INCORPORATION OF CONTENTS OF PRIOR REGISTRATION STATEMENT

Pursuant to Instruction E to Form S-8, the contents of (i) the Registrant's Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on May 30, 2002 (File No. 333-89420) relating to the registration of 3,000,000 shares (split-adjusted) of the Registrant's common stock, par value \$.01 per share (the "Common Stock"), (ii) the Registrant's Registration Statement on Form S-8 filed with the Commission on August 30, 2001 (File No. 333-68682) relating to the registration of 3,026,250 shares (split-adjusted) of the Registrant's Common Stock, and (iii) the Registrant's Registration Statement on Form S-8 filed with the Commission on April 30, 1999 (File No. 333-77501) relating to the registration of 6,201,000 shares (split-adjusted) of the Registrant's Common Stock, authorized for issuance pursuant to Flagstar Bancorp, Inc. 1997 Employees and Directors Stock Option Plan (the "Plan"), are incorporated by reference in their entirety in this Registration Statement, except as to the items set forth below. This Registration Statement provides for the registration of an additional 1,500,000 shares of the Registrant's Common Stock available to be issued pursuant to the Plan.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS

- 4.1 Flagstar Bancorp, Inc. 1997 Employees and Directors Stock Option Plan, as Amended
- 4.2 Form of Stock Option Agreement to be entered into with Optionees with respect to Incentive Stock Options granted under the Flagstar Bancorp, Inc. 1997 Employees and Directors Stock Option Plan, as Amended (incorporated by reference to Exhibit 4.2 of the Registration Statement on Form S-8 (File No. 333-68682) filed on August 30, 2001)
- 4.3 Form of Stock Option Agreement to be entered into with Optionees with respect to Non-Incentive Stock Options granted under the Flagstar Bancorp, Inc. 1997 Employees and Directors Stock Option Plan, as Amended (incorporated by reference to Exhibit 4.3 of the Registration Statement on Form S-8 (File No. 333-68682) filed on August 30, 2001)
- 5 Opinion of Kutak Rock LLP as to the legality of the Common Stock being registered
- 23.1 Consent of Kutak Rock LLP (included in Exhibit 5)
- 23.2 Consent of Independent Registered Public Accounting Firm

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on this 31st day of May, 2005.

FLAGSTAR BANCORP, INC.

By /s/ Mark T. Hammond

Mark T. Hammond
Vice Chairman, President and
Chief Executive Officer
(Duly Authorized Representative)

Pursuant to the requirements of the Securities Exchange Act of 1933, this Registration Statement has been signed by the following persons (including a majority of the Board of Directors of the Registrant) in the capacities and on the dates indicated.

SIGNATURES	TITLE	DATE
/s/ Thomas J. Hammond ----- Thomas J. Hammond	Chairman of the Board	May 31, 2005

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/s/ Mark T. Hammond ----- Mark T. Hammond	Vice Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	May 31, 2005
/s/ Michael W. Carrie ----- Michael W. Carrie	Executive Director, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	May 31, 2005
/s/ Kirstin A. Hammond ----- Kirstin A. Hammond	Executive Director	May 31, 2005
/s/ Robert O. Rondeau, Jr. ----- Robert O. Rondeau, Jr.	Executive Director	May 31, 2005
/s/ Charles Bazzy ----- Charles Bazzy	Director	May 31, 2005
----- James D. Coleman	Director	May 31, 2005
/s/ Richard S. Elsea ----- Richard S. Elsea	Director	May 31, 2005
/s/ Michael Lucci, Sr. ----- Michael Lucci, Sr.	Director	May 31, 2005
/s/ Robert W. DeWitt ----- Robert W. DeWitt	Director	May 31, 2005
/s/ Frank D'Angelo ----- Frank D'Angelo	Director	May 31, 2005

INDEX TO EXHIBITS

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Statement on Form S-8 (File No. 333-68682) filed on August 30, 2001)

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