

WMI HOLDINGS CORP.  
Form 8-K  
December 12, 2012

**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): December 12, 2012**

**WMI Holdings Corp.**

(Exact Name of Registrant as Specified in Its Charter)

Washington  
(State or Other Jurisdiction of Incorporation)

001-14667  
(Commission File Number)

91-1653725  
(IRS Employer Identification No.)

1201 THIRD AVENUE, SUITE 3000

98101

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**SEATTLE, WASHINGTON**  
(Address of Principal Executive Offices)

**(206) 432-8887**

(Zip Code)

(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:

- .. 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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**Section 7 Regulation FD**

**Item 7.01 Regulation FD Disclosure.**

As previously reported, on March 19, 2012, WMI Holdings Corp. (formerly known as Washington Mutual, Inc. (the **Company** )) issued \$110 million aggregate principal amount of its 13% Senior First Lien Notes due 2030 (the **First Lien Notes** ) under an indenture, dated as of March 19, 2012 (the **First Lien Indenture** ), between the Company and Wilmington Trust, National Association, as Trustee. Additionally, the Company issued \$20 million aggregate principal amount of its 13% Senior Second Lien Notes due 2030 (the **Second Lien Notes** and, together with the First Lien Notes, the **Runoff Notes** ) under an indenture, dated as of March 19, 2012 (the **Second Lien Indenture** and, together with the First Lien Indenture, the **Indentures** ), between the Company and Law Debenture Trust Company of New York, as Trustee. Under the Indentures, the Company is required to provide, to the holders of the Runoff Notes, unaudited monthly financial statements with respect to WM Mortgage Reinsurance Company, Inc., the Company's subsidiary. The unaudited financial statements for WM Mortgage Reinsurance Company, Inc., as of and for the period ended October 31, 2012, are attached to this Form 8-K as Exhibit 99.1.

*Cautionary Statement Regarding Forward-Looking Statements*

This Form 8-K and the exhibits include forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, and 21E of the Securities Exchange Act of 1934. All statements other than statements of historical fact included in this report that address activities, events, conditions or developments that we expect, believe or anticipate will or may occur in the future are forward-looking statements. Forward-looking statements give our current expectations and projections relating to our financial condition, results of operations, plans, objectives, future performance and business and these statements are not guarantees of future performance. These statements can be identified by the fact that they do not relate strictly to historical or current facts. Forward-looking statements may include the words anticipate, estimate, expect, project, intend, plan, believe, strategy, future, opportunity, might, would, will be, will continue, will likely result, and similar expressions. Such forward-looking statements involve risks and uncertainties that may cause actual events, results or performance to differ materially from those indicated by such statements. These risks are identified and discussed in the Company's prior quarterly report for the quarter ended June 30, 2012 under Risk Factors in Part II, Item 1A. These risk factors will be important to consider in determining future results and should be reviewed in their entirety. These forward-looking statements are expressed in good faith and we believe there is a reasonable basis for them. However, there can be no assurance that the events, results or trends identified in these forward-looking statements will occur or be achieved. Forward-looking statements speak only as of the date they are made, and we do not undertake to update any forward-looking statement, except as required by law. Readers should carefully review the statements set forth in the reports, which the Company has filed or will file from time to time with the Securities and Exchange Commission.

**Section 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits:

99.1 Unaudited condensed balance sheet and condensed statement of operations of WM Mortgage Reinsurance Company, Inc. as of and for the period ended October 31, 2012.

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.

WMI HOLDINGS CORP.

(Registrant)

Date: December 12, 2012

By: /s/ Charles Edward Smith  
Name: Charles Edward Smith  
Title: Interim Chief Executive Officer

EXHIBIT INDEX

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