

Mr. Cooper Group Inc.  
Form 8-K  
May 01, 2019

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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): May 1, 2019**

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**Mr. Cooper Group Inc.**  
**(Exact Name of Registrant as Specified in Charter)**

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| <b>Delaware</b><br>(State or Other Jurisdiction<br>of Incorporation) | <b>001-14667</b><br>(Commission<br>File Number) | <b>91-1653725</b><br>(I.R.S.<br>Employer<br>Identification<br>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)

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class                             | Trading Symbol(s) | Name of each exchange on which registered |
|---|-------------------|---|
| <b>Common Stock, \$0.01 par value per share</b> | <b>COOP</b>       | <b>The Nasdaq Stock Market</b>            |

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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 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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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 2.02 Results of Operations and Financial Condition.**

On May 1, 2019, Mr. Cooper Group Inc. (the “Company”) issued a press release announcing its financial results for the first quarter ended March 31, 2019. A copy of the press release is attached as Exhibit 99.1 and will be published in the Investors section on the Company’s website at [www.mrcoopergroup.com](http://www.mrcoopergroup.com). In connection with the release and the related conference call, the Company posted a presentation relating to its first quarter ended March 31, 2019 financial results in the Investors section on the Company’s website.

The press release and presentation include certain non-generally accepted accounting principles financial measures. Reconciliations to the most directly comparable generally accepted accounting principles financial measures are included in the press release and the presentation.

The information furnished pursuant to this Item 2.02 shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit<br>Number | Exhibit |
|-------------------|---------|
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|             |  |
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| <u>99.1</u> | <u>Press release of Mr. Cooper Group Inc., dated May 1, 2019</u> |
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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: May 1, 2019 By: */s/ Christopher G. Marshall*  
Christopher G. Marshall  
Vice Chairman & Chief Financial Officer