

Section 1: 8-K (8-K)

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): December 1, 2018



(Exact Name of Registrant as Specified in Charter)

Michigan
(State or Other Jurisdiction
of Incorporation)

1-16577
(Commission File Number)

38-3150651
(IRS Employer
Identification No.)

5151 Corporate Drive, Troy, Michigan
(Address of Principal Executive Offices)

48098
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (17 CFR 230.405) or Rule 12b-2 of the Exchange Act (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.

Item 2.01 Completion of Acquisition or Disposition of Assets

On December 1, 2018, Flagstar Bank, FSB (the “Bank”), a wholly-owned bank subsidiary of Flagstar Bancorp, Inc. (the “Company”), closed its previously announced transaction pursuant to the Purchase and Assumption Agreement with Wells Fargo Bank, N.A. (“Wells Fargo”), to acquire certain assets and assume certain liabilities of 52 Wells Fargo branches (the “Wells Fargo Branches”) in Indiana, Michigan, Wisconsin and Ohio for a deposit premium of 7%. The Bank has assumed approximately \$2 billion of deposit liabilities and has acquired approximately \$115 million in loans related to the Wells Fargo Branches.

Item 7.01 Regulation FD Disclosure

On December 3, 2018, the Company issued a press release announcing the completion of the transaction. A copy of the press release is attached as Exhibit 99.1, to this Form 8-K and is incorporated herein by reference.

The information contained herein is furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 nor shall the information be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934 except as may be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

Exhibits

99.1 [Press Release dated December 3, 2018](#)

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: December 3, 2018

By: /s/ James K. Cirolì

James K. Cirolì

Executive Vice President and Chief Financial Officer

Exhibit Index

Exhibit No.	Description
99.1	Press Release dated December 3, 2018

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Section 2: EX-99.1 (EXHIBIT 99.1)



Flagstar Closes on Acquisition of 52 Midwest Branches from Wells Fargo Bank

TROY, Mich., Dec. 3, 2018/PRNewswire/-Flagstar Bancorp, Inc. ("Company," NYSE: FBC) today reported that its wholly owned subsidiary Flagstar Bank, FSB, has closed its previously announced transaction to acquire 52 branches of Wells Fargo Bank in four Midwest states, including approximately \$2 billion in deposits, along with certain related assets.

"We are excited to welcome the customers and employees of the 52 Wells Fargo Bank branches who joined the Flagstar family over the weekend," said Alessandro DiNello, president and chief executive officer of Flagstar Bancorp. "We are eager to bring Flagstar's brand of custom-crafted banking solutions to our new customers-all delivered by our new team of talented bankers. They share our tradition of superior customer service and commitment to the community. Our thanks to the teams on both sides who worked so hard to bring this transaction to a successful conclusion."

About Flagstar

Flagstar Bancorp, Inc. (NYSE: FBC) is an \$18.7 billion savings and loan holding company headquartered in Troy, Mich. Flagstar Bank, FSB, provides commercial, small business, and consumer banking services through 108 branches in Michigan and California. It also provides home loans through a wholesale network of brokers and correspondents in all 50 states, as well as 81 retail locations in 27 states, representing the combined retail branches of Flagstar and its Opes Advisors mortgage division. Flagstar is a leading national originator and servicer of mortgage loans, handling payments and record keeping for \$136 billion of home loans representing nearly 620,000 borrowers. For more information, please visit flagstar.com.

Forward-Looking Statements

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on the current beliefs and expectations of Flagstar Bancorp, Inc.'s management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements. Factors that could cause the Company's actual results to differ materially from those described in the forward-looking statements can be found in periodic Flagstar reports filed with the U.S. Securities and Exchange Commission, which are available on the Company's website (flagstar.com) and on the Securities and Exchange Commission's website (sec.gov). Other than as required under United States securities laws, Flagstar Bancorp does not undertake to update the forward-looking statements to reflect the impact of circumstances or events that may arise after the date of the forward-looking statements.

SOURCE: Flagstar Bancorp, Inc.

For further information

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