

## 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): June 2, 2020**



**Flagstar Bancorp, Inc.**  
(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:

- 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.

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

<u>Title of each class</u>	<u>Trading symbol</u>	<u>Name of each exchange on which registered</u>
<b>Common stock</b>	<b>FBC</b>	<b>New York Stock Exchange</b>

**Item 5.07 Submission of Matters to a Vote of Security Holders**

The Annual Meeting of Shareholders of Flagstar Bancorp, Inc. (the "Company") was held on June 2, 2020 (the "Annual Meeting"). A total of 54,027,320 shares of common stock were represented in person or by proxy, for 95.23 percent of the 56,729,789 shares of common stock outstanding on April 3, 2020, the record date. The final voting results of the three proposals presented to the Company's shareholders at the Annual Meeting were as follows:

(i) the election of the nine director nominees:

<b>Name</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
Alessandro P. DiNello	52,103,254	393,062	6,019	1,524,985
Jay J. Hansen	51,362,591	1,130,795	8,949	1,524,985
John D. Lewis	34,817,921	17,673,555	10,859	1,524,985
David J. Matlin	47,107,280	5,390,046	5,009	1,524,985
Bruce E. Nyberg	35,044,328	17,448,854	9,153	1,524,985
James A. Ovenden	34,748,252	17,746,231	7,852	1,524,985
Peter Schoels	47,077,303	5,415,527	9,505	1,524,985
David L. Treadwell	51,508,346	984,861	9,128	1,524,985
Jennifer R. Whip	52,261,578	233,928	6,829	1,524,985

(ii) to ratify the appointment of PricewaterhouseCoopers, LLP as the Company's independent registered public accountants for the year ending December 31, 2020.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
53,971,852	43,688	11,780	—

(iii) to adopt an advisory (non-binding) resolution to approve named executive officer compensation.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
29,201,587	23,131,716	169,032	1,524,985

**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: June 5, 2020

By: /s/ James K. Cirolì

James K. Cirolì

Executive Vice President and Chief Financial Officer

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