
Section 1: SC 13D/A

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO § 240.13d-2(a)**

Under the Securities Exchange Act of 1934
(Amendment No. 15)*

Flagstar Bancorp, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

337930101
(CUSIP Number)

Florina Klingbaum
Chief Financial Officer
MP (Thrift) Global Advisers III LLC
600 Fifth Avenue, 22nd Floor
New York, New York 10022
(212) 651-9525

with a copy to:

Mitchell S. Eitel, Esq.
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004
(212) 558-4000

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

October 22, 2020
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the Notes).

1	NAME OF REPORTING PERSON	
	MP Thrift Investments L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
	(a) P (b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)	
	OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
		7 SOLE VOTING POWER
		0
		8 SHARED VOTING POWER
		9,112,705
		9 SOLE DISPOSITIVE POWER
		0
		10 SHARED DISPOSITIVE POWER
		9,112,705
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	9,112,705	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	15.9%*	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
	HC, PN	

* The percentage set forth above is calculated based on 57,150,470 shares of Common Stock outstanding as of September 30, 2020, as disclosed in the Issuer's preliminary prospectus supplement dated October 22, 2020 filed by the Issuer with the Securities and Exchange Commission on October 22, 2020, which supplements the prospectus dated June 1, 2018 contained in the Issuer's registration statement on Form S-3 (File No. 333-225397) and reflects the change in the number of shares beneficially owned by the Reporting Persons following a repurchase of 4,587,647 shares of Common Stock by the Issuer from MP Thrift as described herein.

1	NAME OF REPORTING PERSON
	MPGOP III Thrift AV-I L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) P (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE
	7 SOLE VOTING POWER
	0
	8 SHARED VOTING POWER
	9,112,705
	9 SOLE DISPOSITIVE POWER
	0
	10 SHARED DISPOSITIVE POWER
	9,112,705
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,112,705
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 15.9%*
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN

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1	NAME OF REPORTING PERSON	
	MPGOP (Cayman) III Thrift AV-I L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
	(a) P (b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)	
	OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
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14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
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1	NAME OF REPORTING PERSON	
	MP (Thrift) Global Partners III LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
	(a) P (b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)	
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1	NAME OF REPORTING PERSON	
	MP (Thrift) Asset Management LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
	(a) P (b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)	
	OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
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	HC	

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1	NAME OF REPORTING PERSON	
	MP (Thrift) LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
	(a) P (b)	
3	SEC USE ONLY	
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	OO	
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1	NAME OF REPORTING PERSON	
	David J. Matlin	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
	(a) P (b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)	
	OO	
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		8 SHARED VOTING POWER
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		9 SOLE DISPOSITIVE POWER
		0
		10 SHARED DISPOSITIVE POWER
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	15.9%*	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
	IN	

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1	NAME OF REPORTING PERSON	
	MP (Thrift) Global Advisers III LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
	(a) P (b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)	
	OO	
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Explanatory Note

This Amendment No. 15 restates Amendment No. 14, filed with the Securities and Exchange Commission on October 27, 2020 (the “Original Filing”), and is being filed solely to correct a technical filing error concerning Exhibit II and Exhibit III to the Original Filing. No other changes to the Original Filing are being made by this Amendment No. 15.

Item 1. Security and Issuer

This Amendment No. 15 to Schedule 13D amends and supplements the statement on Schedule 13D (as so amended and supplemented, the “Schedule 13D”), initially filed with the Securities and Exchange Commission on February 4, 2009 jointly by (i) MP Thrift Investments L.P. (“MP Thrift”), a Delaware limited partnership, (ii) MPGOP III Thrift AV-I L.P. (“MPGOP”), a Delaware limited partnership, by virtue of its 77.05% interest in MP Thrift, (iii) MPGOP (Cayman) III Thrift AV-I L.P. (“MPGOP Cayman” and together with MPGOP, the “Thrift Fund”), a Cayman Islands exempted limited partnership, by virtue of its 22.95% interest in MP Thrift, (iv) MP (Thrift) Global Partners III LLC (“MP LLC”), a Delaware limited liability company, as the General Partner of MP Thrift, (v) MP (Thrift) Asset Management LLC (“MPAM”), a Delaware limited liability company, as the managing member of MP LLC, (vi) MP (Thrift) LLC (“MPT”), a Delaware limited liability company, as the managing member of MPAM, (vii) David J. Matlin, as the sole managing member of MPT, and (viii) MP (Thrift) Global Advisers III LLC (“Matlin Advisers”), a Delaware limited liability company, by virtue of its investment authority over securities held by the Thrift Fund (collectively, the “Reporting Persons”). The class of equity securities to which this Amendment relates are shares of common stock, par value \$0.01 per share (the “Common Stock”), of Flagstar Bancorp, Inc. (the “Issuer”). The principal executive office of the Issuer is 5151 Corporate Drive, Troy, Michigan, 48098.

Capitalized terms used and not defined in this Amendment shall have the meanings set forth in the Schedule 13D, as amended. Except as otherwise provided herein, all Items of the Schedule 13D remain unchanged.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented as follows:

On October 20, 2020, the Issuer and MP Thrift entered into a share purchase agreement (the “Share Purchase Agreement”), as amended by Amendment No. 1 to the Share Purchase Agreement, dated October 22, 2020 (the “Share Purchase Agreement Amendment”), pursuant to which the Issuer agreed to purchase from MP Thrift up to \$150 million in shares of Common Stock at a purchase price per share equal to \$32.6965, which represents the volume-weighted average price of the Common Stock for the three trading days up to and including October 22, 2020 (the “Share Repurchase”).

The closing of the Share Repurchase is expected to occur on October 28, 2020. Following the completion of the Share Repurchase, the Reporting Persons will beneficially own 15.9% of the outstanding Common Stock. The Share Purchase Agreement and Share Purchase Agreement Amendment are included as Exhibit II and Exhibit III, respectively, and their terms are hereby incorporated by reference herein.

The Reporting Persons intend to review on a continuing basis MP Thrift’s investment in the Issuer. The Reporting Persons may seek to sell or otherwise dispose of additional shares of Common Stock from time to time in open market or private transactions, block sales or otherwise. Any transaction that the Reporting Persons may pursue may be made at any time and from time to time without prior notice and will depend on a variety of factors, including, without limitation, the price of the Issuer’s securities, subsequent developments affecting the Issuer, the Issuer’s business and prospects, other investment and business opportunities available to the Reporting Persons, general industry and economic conditions, the securities markets in general, tax considerations and other factors deemed relevant by the Reporting Persons.

Other than as described in this Item 4, none of the Reporting Persons has any current plans or proposals that relate to or that would result in any of the transactions or other matters specified in clauses (a) through (j) of Item 4 of Schedule 13D; provided, that the Reporting Persons may, at any time, review or reconsider their position with respect to the Issuer and reserve the right to develop such plans or proposals.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended and supplemented as follows:

The Reporting Persons beneficially own, and share dispositive and voting power with respect to, 9,112,705 shares of Common Stock, which represents 15.9% of the outstanding shares of Common Stock as of September 30, 2020 (after giving effect to the sale of Common Stock by MP Thrift pursuant to the Share Purchase Agreement, as amended, referenced in Item 4 of this Amendment) based on 57,150,470 shares of Common Stock outstanding as of September 30, 2020, as disclosed in the Issuer's preliminary prospectus supplement dated October 22, 2020 filed by the Issuer with the SEC on October 22, 2020, which supplements the prospectus dated June 1, 2018 contained in the Issuer's registration statement on Form S-3 (File No. 333-225397).

Except as set forth in this Amendment, none of the Reporting Persons has engaged in any transaction during the past 60 days involving the Common Stock of the Issuer.

Other than the Reporting Persons, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock of the Issuer referred to in this Item 5.

Item 6. Contracts, Arrangements, Understandings with Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended and supplemented by adding the following:

Share Purchase Agreement

Please refer to the description of the Share Purchase Agreement, as amended, in Item 4 above. A copy of the Share Purchase Agreement and the Share Purchase Agreement Amendment are filed as Exhibit II and Exhibit III, respectively, to this filing and their terms are hereby incorporated by reference herein.

Item 7. Material to be Filed as Exhibits.

<u>Exhibit</u>	<u>Description</u>
Exhibit I*	Joint Filing Agreement, by and among the Reporting Persons, dated June 12, 2018 (incorporated by reference to Exhibit I to the Schedule 13D filed on June 12, 2018).
Exhibit II	Share Purchase Agreement, dated October 20, 2020, by and between Flagstar Bancorp, Inc. and MP Thrift Investments L.P.
Exhibit III	Amendment No. 1 to the Share Purchase Agreement, dated October 22, 2020, by and between Flagstar Bancorp, Inc. and MP Thrift Investments L.P.

* Previously filed.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: October 28, 2020

MP Thrift Investments L.P.

By: MP (Thrift) Global Partners III LLC
General Partner

By: /s/ Florina Klingbaum
Name: Florina Klingbaum
Title: Chief Financial Officer

MPGOP III Thrift AV-I L.P.

By: MP (Thrift) Global Partners III LLC
General Partner

By: /s/ Florina Klingbaum
Name: Florina Klingbaum
Title: Chief Financial Officer

MPGOP (Cayman) III Thrift AV-I L.P.

By: MP (Thrift) Global Partners III LLC
General Partner

By: /s/ Florina Klingbaum
Name: Florina Klingbaum
Title: Chief Financial Officer

MP (Thrift) Global Partners III LLC

By: /s/ Florina Klingbaum
Name: Florina Klingbaum
Title: Chief Financial Officer

MP (Thrift) Asset Management LLC

By: /s/ Florina Klingbaum
Name: Florina Klingbaum
Title: Chief Financial Officer

MP (Thrift) LLC

By: /s/ Florina Klingbaum
Name: Florina Klingbaum
Title: Chief Financial Officer

David J. Matlin

By: /s/ David J. Matlin
Name: David J. Matlin

MP (Thrift) Global Advisers III LLC

By: /s/ Florina Klingbaum
Name: Florina Klingbaum
Title: Chief Financial Officer

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Please refer to PDF referenced Exhibit 2.

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Section 3: EX-2

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Section 4: EX-3

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Section 5: EX-3

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