

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): May 21, 2019



(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>
Common stock	FBC	New York Stock Exchange

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 May 21, 2019 (the "Annual Meeting"). A total of 54,749,376 shares of common stock were represented in person or by proxy, for 96.99 percent of the 56,447,208 shares of common stock outstanding on March 22, 2019, the record date. The final voting results of the four proposals presented to the Company's shareholders at the Annual Meeting were as follows:

(i) the election of the nine director nominees:

Name	For	Against	Abstain	Broker Non-Vote
Alessandro P. DiNello	52,614,541	421,915	31,090	1,681,830
Jay J. Hansen	52,658,963	376,090	32,493	1,681,830
John D. Lewis	45,004,877	8,028,443	34,226	1,681,830
David J. Matlin	33,690,169	19,342,920	34,457	1,681,830
Bruce E. Nyberg	51,334,574	1,698,547	34,425	1,681,830
James A. Ovenden	48,155,978	4,876,919	34,649	1,681,830
Peter Schoels	34,366,293	18,668,110	33,143	1,681,830
David L. Treadwell	49,596,779	3,437,574	33,193	1,681,830
Jennifer R. Whip	52,932,066	126,485	8,995	1,681,830

(ii) to ratify the appointment of PricewaterhouseCoopers, LLP as the Company's independent registered public accountants for the year ending December 31, 2019.

For	Against	Abstain	Broker Non-Vote
54,690,592	23,562	35,222	—

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

For	Against	Abstain	Broker Non-Vote
30,706,902	22,279,186	81,458	1,681,830

(iv) to hold an advisory (non-binding) vote on the frequency of future advisory votes on named executive officer compensation.

Every Year	Every 2 Years	Every 3 Years	Abstain
48,336,518	6,582	4,644,748	79,698

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: May 24, 2019

By: /s/ James K. Cirolì

James K. Cirolì

Executive Vice President and Chief Financial Officer

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