
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. 12)*

Flagstar Bancorp, Inc.

(Name of Issuer)

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

337930101
(CUSIP Number)

Robert H. Weiss
General Counsel
MP (Thrift) Global Advisers III LLC
70 East 55th Street
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)

November 8, 2019
(Date of Event Which Requires Filing of This Statement)

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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> | |
| 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) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE | |
| | 7 | SOLE VOTING POWER |
| | | 0 |
| | 8 | SHARED VOTING POWER |
| | | 20,600,352 |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 0 |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 20,600,352 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 20,600,352 | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 36.5%* | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) HC, PN | |

* The percentage set forth above is calculated based on 56,510,341 shares of Common Stock outstanding as of September 30, 2019, as disclosed in the Issuer's final prospectus supplement dated October 29, 2019 filed by the Issuer with the Securities and Exchange Commission on October 31, 2019, which supplements the prospectus dated June 1, 2018 contained in the Issuer's registration statement on Form S-3 (File No. 333-225397). This percentage reflects the change in the number of shares beneficially owned by the Reporting Persons following the sale of 900,000 additional shares of Common Stock on November 8, 2019 in connection with the Underwriter's exercise in full of its option to purchase additional shares.

CUSIP No. 337930101

| | |
|----|---|
| 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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY |
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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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
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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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> | |
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| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) HC | |

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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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
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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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> | |
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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) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> | |
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| | MP (Thrift) Global Advisers III LLC | |
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| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IA | |

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Item 1. Security and Issuer

This Amendment No. 12 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 29, 2019, the Issuer and MP Thrift entered into an underwriting agreement (the “Underwriting Agreement”) with Morgan Stanley & Co. LLC as the underwriter (the “Underwriter”). Pursuant to the Underwriting Agreement, MP Thrift agreed to sell 6,100,000 shares of Common Stock in an underwritten public offering (the “Offering”) at a price of \$35.96 per share. The Underwriting Agreement also provided the Underwriter an option to purchase up to an additional 900,000 shares of Common Stock from MP Thrift within 30 days from the date of the Underwriting Agreement. The closing occurred on November 1, 2019, resulting in the Reporting Persons beneficially owning 20,600,352 shares of Common Stock, which represented 38.0% of the outstanding shares, as previously reported in Amendment No. 11 to Schedule 13D. Following the sale of 900,000 additional shares of Common Stock on November 8, 2019 in connection with the Underwriter’s exercise in full of its option to purchase additional shares, the Reporting Persons beneficially own 20,600,352 shares of Common Stock, representing 36.5% of the outstanding shares of Common Stock. In addition, pursuant to the Underwriting Agreement, MP Thrift has agreed not to sell any shares of Common Stock (subject to certain exceptions) for up to 60 days from October 29, 2019. The Underwriting Agreement is included as Exhibit III, and its 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, 20,600,352 shares of Common Stock, which represents 36.5% of the outstanding shares of Common Stock as of September 30, 2019 (after giving effect to the sale of 900,000 additional shares of Common Stock on November 8, 2019 referenced in Item 4 of this Amendment) based on 56,510,341 shares of Common Stock outstanding as of September 30, 2019, as disclosed in the Issuer’s final prospectus supplement dated October 29, 2019 filed by the Issuer with the SEC on October 31, 2019, 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 7. Material to be Filed as Exhibits.

| Exhibit | Description |
|----------------|--|
| Exhibit I* | Joint Filing Agreement, by and among the Reporting Persons, dated June 13, 2018 (incorporated by reference to Exhibit I to Amendment No. 10 to Schedule 13D filed on June 12, 2018). |
| Exhibit II* | Power of Attorney for David J. Matlin and Mark P. Patterson for certain filings under the Securities Exchange Act of 1934, dated July 15, 2008 (incorporated by reference to Exhibit V to the Schedule 13D filed on February 4, 2009). |
| Exhibit III* | Underwriting Agreement, dated October 29, 2019 (the "Underwriting Agreement"), by and among Flagstar Bancorp, Inc., MP Thrift Investments L.P. and Morgan Stanley & Co. LLC as the underwriter (incorporated by reference to Exhibit III to Amendment No. 11 to Schedule 13D filed on November 1, 2019). |

* 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: November 8, 2019

MP Thrift Investments L.P.

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

By: /s/ Robert H. Weiss
Name: Robert H. Weiss
Title: General Counsel

MPGOP III Thrift AV-I L.P.

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

By: /s/ Robert H. Weiss
Name: Robert H. Weiss
Title: General Counsel

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

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

By: /s/ Robert H. Weiss
Name: Robert H. Weiss
Title: General Counsel

MP (Thrift) Global Partners III LLC

By: /s/ Robert H. Weiss
Name: Robert H. Weiss
Title: General Counsel

MP (Thrift) Asset Management LLC

By: /s/ Robert H. Weiss
Name: Robert H. Weiss
Title: General Counsel

MP (Thrift) LLC

By: /s/ Robert H. Weiss
Name: Robert H. Weiss
Title: General Counsel

David J. Matlin

By: /s/ Robert H. Weiss
Name: Robert H. Weiss
Title: Attorney-in-Fact

MP (Thrift) Global Advisers III LLC

By: /s/ Robert H. Weiss
Name: Robert H. Weiss
Title: General Counsel