

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2013-01-10** | Period of Report: **2013-01-10**
SEC Accession No. [0001193125-13-009096](#)

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FILER

WMI HOLDINGS CORP.

CIK:[933136](#) | IRS No.: [911653725](#) | State of Incorp.:**WA** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: [001-14667](#) | Film No.: **13522340**
SIC: **6035** Savings institution, federally chartered

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*1201 THIRD AVENUE
SUITE 3000
SEATTLE WA 98101*

Business Address
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SUITE 3000
SEATTLE WA 98101
206-461-2000*

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): January 10, 2013

WMI Holdings Corp.

(Exact Name of Registrant as Specified in Its Charter)

Washington
(State or Other Jurisdiction
of Incorporation)

001-14667
(Commission
File Number)

91-1653725
(IRS Employer
Identification No.)

1201 THIRD AVENUE, SUITE 3000
SEATTLE, WASHINGTON
(Address of Principal Executive Offices)

98101
(Zip Code)

(206) 432-8887

(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))
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Section 7 - Regulation FD

Item 7.01 Regulation FD Disclosure.

As previously reported, on March 19, 2012, WMI Holdings Corp. (formerly known as Washington Mutual, Inc. (the “**Company**”)) issued \$110 million aggregate principal amount of its 13% Senior First Lien Notes due 2030 (the “**First Lien Notes**”) under an indenture, dated as of March 19, 2012 (the “**First Lien Indenture**”), between the Company and Wilmington Trust, National Association, as Trustee. Additionally, the Company issued \$20 million aggregate principal amount of its 13% Senior Second Lien Notes due 2030 (the “**Second Lien Notes**” and, together with the First Lien Notes, the “**Runoff Notes**”) under an indenture, dated as of March 19, 2012 (the “**Second Lien Indenture**” and, together with the First Lien Indenture, the “**Indentures**”), between the Company and Law Debenture Trust Company of New York, as Trustee. Under the Indentures, the Company is required to provide, to the holders of the Runoff Notes, unaudited monthly financial statements with respect to WM Mortgage Reinsurance Company, Inc., the Company’s subsidiary. The unaudited financial statements for WM Mortgage Reinsurance Company, Inc., as of and for the period ended November 30, 2012, are attached to this Form 8-K as Exhibit 99.1.

Cautionary Statement Regarding Forward-Looking Statements

This Form 8-K and the exhibits include forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, and 21E of the Securities Exchange Act of 1934. All statements other than statements of historical fact included in this report that address activities, events, conditions or developments that we expect, believe or anticipate will or may occur in the future are forward-looking statements. Forward-looking statements give our current expectations and projections relating to our financial condition, results of operations, plans, objectives, future performance and business and these statements are not guarantees of future performance. These statements can be identified by the fact that they do not relate strictly to historical or current facts. Forward-looking statements may include the words “anticipate,” “estimate,” “expect,” “project,” “intend,” “plan,” “believe,” “strategy,” “future,” “opportunity,” “may,” “should,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions. Such forward-looking statements involve risks and uncertainties that may cause actual events, results or performance to differ materially from those indicated by such statements. These risks are identified and discussed in the Company’s prior quarterly report for the quarter ended June 30, 2012 under Risk Factors in Part II, Item 1A. These risk factors will be important to consider in determining future results and should be reviewed in their entirety. These forward-looking statements are expressed in good faith and we believe there is a reasonable basis for them. However, there can be no assurance that the events, results or trends identified in these forward-looking statements will occur or be achieved. Forward-looking statement speak only as of the date they are made, and we do not undertake to update any forward-looking statement, except as required by law. Readers should carefully review the statements set forth in the reports, which the Company has filed or will file from time to time with the Securities and Exchange Commission.

Section 9 - Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits:

99.1 Unaudited condensed balance sheet and condensed statement of operations of WM Mortgage Reinsurance Company, Inc. as of and for the period ended November 30, 2012.

SIGNATURES

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.

WMI HOLDINGS CORP.
(Registrant)

Date: January 10, 2013

By: /s/ Charles Edward Smith
Name: Charles Edward Smith
Title: Interim Chief Executive Officer

EXHIBIT INDEX

- 99.1 Unaudited condensed balance sheet and condensed statement of operations of WM Mortgage Reinsurance Company, Inc. as of and for the period ended November 30, 2012.

WM MORTGAGE REINSURANCE COMPANY INC.
UNAUDITED CONDENSED BALANCE SHEET
AS OF NOVEMBER 30, 2012
(in thousands)

	MODIFIED GAAP BALANCE SHEET
ASSETS	
CASH & CASH EQUIVALENTS	31,490
INVESTMENTS	9,420
INVESTMENTS HELD IN TRUST	220,773
ACCRUED INTEREST	1,458
REINSURANCE PREMIUMS RECEIVABLE	1,307
TOTAL ASSETS	264,448
LIABILITIES AND STOCKHOLDER' S EQUITY	
LIABILITIES:	
ACCRUED EXPENSES	140
ACCRUED INVESTMENT EXPENSES	44
ACCRUED ADMINISTRATIVE FEES	110
ACCRUED CEDING FEES	133
UNEARNED PREMIUMS	237
LOSSES PAYABLE	3,137
LOSS RESERVES	66,933
IBNR	2,187
CONTINGENCY RESERVES	41,418
TOTAL LIABILITIES	114,339
STOCKHOLDER' S EQUITY:	
CAPITAL STOCK	1
PAID-IN CAPITAL	16,659
ADDITIONAL PAID-IN CAPITAL	53,220
CONTINGENCY RESERVES	(41,418)
DIVIDENDS PAID	(10,250)
RETAINED EARNINGS (ACCUMULATED DEFICIT)	130,886
NET INCOME (LOSS) - YEAR TO DATE	1,011
TOTAL STOCKHOLDER' S EQUITY	150,109
TOTAL LIABILITIES & STOCKHOLDER' S EQUITY	264,448

WM MORTGAGE REINSURANCE COMPANY INC.
UNAUDITED FINANCIAL STATEMENTS
CONDENSED STATEMENT OF OPERATIONS
FOR THE PERIOD ENDED NOVEMBER 30, 2012
(in thousands)

	MONTH TO DATE	YEAR TO DATE
UNDERWRITING INCOME:		
ASSUMED PREMIUMS WRITTEN	1,245	19,105
CHANGE IN UNEARNED PREMIUMS	37	192
NET PREMIUMS EARNED	1,282	19,297
UNDERWRITING EXPENSES:		
LOSSES PAID	3,137	44,744
PROVISION FOR LOSS RESERVES	(1,823)	(27,144)
PROVISION FOR IBNR	565	66
CEDING COMMISSION	134	2,176
TOTAL UNDERWRITING EXPENSES	2,013	19,842
UNDERWRITING INCOME (LOSS)	(731)	(545)
GENERAL & ADMINISTRATIVE EXPENSES:		
MANAGEMENT FEES	12	195
ACTUARY CONSULTING FEES	35	262
AUDIT FEES	0	268
LEGAL FEES	3	82
ADMINISTRATIVE FEES	110	923
BANK SERVICE FEES	0	21
TOTAL GENERAL & ADMINISTRATIVE EXPENSES	160	1,751
INTEREST EXPENSE		
INTEREST INCOME	2	18
INVESTMENT INCOME - CORPORATE BONDS	300	4,631
INVESTMENT INCOME - MBS BONDS	39	691
INVESTMENT INCOME - US AGENCY	190	2,641
INVESTMENT INCOME - US TREASURY	0	1
INVESTMENT INCOME - FOREIGN ISSUE	52	875
BOND AMORTIZATION - CORPORATE BONDS	(86)	(1,235)
BOND AMORTIZATION - MBS BONDS	(1)	(5)
BOND AMORTIZATION - US AGENCY	(12)	(321)
BOND AMORTIZATION - US TREASURY	0	0
BOND AMORTIZATION - FOREIGN ISSUE	(12)	(302)
INVESTMENT EXPENSE	(44)	(435)
GAIN/LOSS ON SALE OF INVESTMENT	51	2,827
FAS 159 GAIN ON TRADING SECURITIES	(144)	72
NET INVESTMENT INCOME	335	9,458
GAIN (LOSS) ON COMMUTATION	0	(6,151)
INCOME (LOSS) BEFORE TAX PROVISION	(556)	1,011
CURRENT FEDERAL INCOME TAX (BENEFIT) EXPENSE		
PROVISION FOR DOUBTFUL INCOME TAX RECEIVABLE		
DEFERRED FEDERAL INCOME TAX (BENEFIT) EXPENSE	(195)	354

CHANGE IN VALUATION ALLOWANCE	<u>195</u>	<u>(354)</u>
FEDERAL INCOME TAX EXPENSE		
NET INCOME (LOSS)	<u>(556)</u>	<u>1,011</u>