



**THE FOUNDATION
FOR SECURE
MARKETS**

#43474

DATE: AUGUST 3, 2018

SUBJECT: NATIONSTAR MORTGAGE HOLDINGS INC. (ELECTION MERGER)
- CONTRACT ADJUSTMENT/DETERMINATION OF DELIVERABLE
OPTION SYMBOL: 7/31/18 – NSM remained NSM
8/01/18 – NSM became WMIH1
FUTURES SYMBOL: 7/31/18 – NSM1D remained NSM1D
8/01/18 – NSM1D became NSM2D
DATE: 7/31/18

On June 29, 2018, Shareholders of Nationstar Mortgage Holdings Inc. (NSM) voted concerning the proposed merger with WMIH Corporation (WMIH). The merger was approved and subsequently consummated before the open on July 31, 2018.

The non-electing consideration has been determined to be 12.7793 WMIH Corporation (WMIH) Common Shares per NSM share. The cash in lieu amount is to be determined.

The Merger: Aggregate Terms

The consideration to be paid to NSM stockholders to receive the cash or stock consideration is subject to automatic adjustment as applicable to ensure the total amount of cash paid equals exactly \$1,225,885,248.00, as described in the NSM/WMIH Joint Proxy Statement/Prospectus dated May 31, 2018 (“Proxy”).

CONTRACT ADJUSTMENT

DATE: July 31, 2018

OPTION SYMBOL: 7/31/18 - NSM remained NSM (with adjusted deliverable described below)
8/01/18 - NSM became WMIH1

STRIKE DIVISOR: 1

CONTRACT MULTIPLIER: 1

NEW MULTIPLIER: 100 (e.g., for premium or strike price extensions, 1.00 equals \$100)

**NEW DELIVERABLE
PER CONTRACT:** 1) 1277 WMIH Corporation (WMIH) Common Shares
2) Cash in lieu of 0.93 fractional WMIH shares

CUSIP:

WMIH: 92936P100

DELAYED SETTLEMENT

The WMIH component of the WMIH1 deliverable, which has been subject to delayed settlement from July 31, 2018 through August 2, 2018, is no longer delayed and will settle through National Securities Clearing Corporation (NSCC). OCC will continue to delay settlement of the cash portion of the WMIH1 deliverable until the cash in lieu of fractional WMIH share amount is determined. Upon determination of the cash in lieu amount, OCC will require Put exercisers and Call assignees to deliver the appropriate cash amount.

Futures Contract Adjustment

DATE: July 31, 2018

FUTURES SYMBOL: 7/31/18 - NSM1D remained NSM1D (with adjusted deliverable described below)
8/01/18 - NSM1D became NSM2D

NUMBER OF CONTRACTS: No Change

MULTIPLIER 100 (e.g., a premium of 1.50 yields \$150)

NEW DELIVERABLE PER CONTRACT: **1) 1277 WMIH Corporation (WMIH) Common Shares**
2) Cash in lieu of 0.93 fractional WMIH shares

CUSIP: WMIH: 92936P100

DELAYED SETTLEMENT

The WMIH component of the NSM2D deliverable, which has been subject to delayed settlement from July 31, 2018 through August 2, 2018, is no longer delayed and will settle through National Securities Clearing Corporation (NSCC). OCC will continue to delay settlement of the cash portion of the NSM2D deliverable until the cash in lieu of fractional WMIH share amount is determined. Upon determination of the cash in lieu amount, OCC will require delivery of the appropriate cash amount.

DISCLAIMER

This Information Memo provides an unofficial summary of the terms of corporate events affecting listed options or futures prepared for the convenience of market participants. OCC accepts no responsibility for the accuracy or completeness of the summary, particularly for information which may be relevant to investment decisions. Option or futures investors should independently ascertain and evaluate all information concerning this corporate event(s).

The determination to adjust options and the nature of any adjustment is made by a panel of The OCC Securities Committee pursuant to OCC By-Laws, Article VI, Sections 11 and 11A. The adjustment panel is comprised of representatives from OCC and each exchange which trades the affected option. The determination to adjust futures and the nature of any adjustment is made by OCC pursuant to OCC By-Laws, Article XII, Sections 3, 4, or 4A, as applicable. For both options and futures, each adjustment decision is made on a case by case basis. Adjustment decisions are based on information available at the time and are subject to change as additional information becomes available or if there are material changes to the terms of the corporate event(s) occasioning the adjustment.

ALL CLEARING MEMBERS ARE REQUESTED TO IMMEDIATELY ADVISE ALL BRANCH OFFICES AND CORRESPONDENTS ON THE ABOVE.

For questions regarding this memo, call Investor Services at 1-888-678-4667 or email investorservices@theooc.com. Clearing Members may contact Member Services at 1-800-544-6091 or, within Canada, at 1-800-424-7320, or email memberservices@theooc.com.