

FLAGSTAR BANCORP INC
Form SC 13D/A
June 12, 2018

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. 10)*

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
520 Madison Avenue, 35th 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)

June 11, 2018
(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).

CUSIP No.
337930101

1 NAME OF REPORTING PERSON
MP Thrift Investments L.P.
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (SEE
2 INSTRUCTIONS)
(a) P (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

5 OO
CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

7 DELAWARE
SOLE VOTING POWER

NUMBER OF 0
SHARES SHARED VOTING POWER
BENEFICIALLY
OWNED BY 27,600,352
EACH SOLE DISPOSITIVE POWER
REPORTING
PERSON 0
WITH SHARED DISPOSITIVE POWER
10
27,600,352
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
11 REPORTING PERSON

12 27,600,352
CHECK IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

47.9%*

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

14

HC, PN

* The percentage set forth above is calculated based on 57,569,658 shares of Common Stock outstanding as of June 7, 2018, as disclosed in the Issuer's preliminary prospectus supplement dated June 11, 2018 filed by the Issuer with the Securities and Exchange Commission on June 11, 2018, 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 public underwritten sale of 8,000,000 shares of common stock by MP Thrift as described herein.

CUSIP No.
337930101

NAME OF REPORTING PERSON

1

MPGOP III Thrift AV-I L.P.
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (SEE
INSTRUCTIONS)

2

(a) (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

5

OO
CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6

CITIZENSHIP OR PLACE OF
ORGANIZATION

DELAWARE

SOLE VOTING POWER

7

| | |
|--------------|--------------------------|
| NUMBER OF | 0 |
| SHARES | SHARED VOTING POWER |
| BENEFICIALLY | |
| OWNED BY | 27,600,352 |
| EACH | SOLE DISPOSITIVE POWER |
| REPORTING | |
| PERSON | 0 |
| WITH | SHARED DISPOSITIVE POWER |

10

27,600,352

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11

27,600,352

CHECK IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

12

13

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

47.9%*

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

14

PN

* The percentage set forth above is calculated based on 57,569,658 shares of Common Stock outstanding as of June 7, 2018, as disclosed in the Issuer's preliminary prospectus supplement dated June 11, 2018 filed by the Issuer with the Securities and Exchange Commission on June 11, 2018, 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 public underwritten sale of 8,000,000 shares of common stock by MP Thrift as described herein.

CUSIP No.
337930101

NAME OF REPORTING PERSON

1

MPGOP (Cayman) III Thrift AV-I L.P.
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (SEE
INSTRUCTIONS)
(a) P (b) []

2

SEC USE ONLY

3

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

4

OO
CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

CAYMAN ISLANDS
SOLE VOTING POWER

7

| | |
|--------------|--------------------------|
| NUMBER OF | 0 |
| SHARES | SHARED VOTING POWER |
| BENEFICIALLY | |
| OWNED BY | 27,600,352 |
| EACH | SOLE DISPOSITIVE POWER |
| REPORTING | |
| PERSON | 0 |
| WITH | SHARED DISPOSITIVE POWER |

10

27,600,352

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11

27,600,352

CHECK IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13

47.9%*

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

14

PN

* The percentage set forth above is calculated based on 57,569,658 shares of Common Stock outstanding as of June 7, 2018, as disclosed in the Issuer's preliminary prospectus supplement dated June 11, 2018 filed by the Issuer with the Securities and Exchange Commission on June 11, 2018, 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 public underwritten sale of 8,000,000 shares of common stock by MP Thrift as described herein.

CUSIP No.
337930101

1 NAME OF REPORTING PERSON
MP (Thrift) Global Partners III LLC
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (SEE
2 INSTRUCTIONS)
(a) P (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

5 OO
CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

7 DELAWARE
SOLE VOTING POWER

NUMBER OF 0
SHARES SHARED VOTING POWER
BENEFICIALLY
OWNED BY 27,600,352
EACH SOLE DISPOSITIVE POWER
REPORTING
PERSON 0
WITH SHARED DISPOSITIVE POWER
10

11 27,600,352
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

12 27,600,352
CHECK IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

47.9%*

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

14

HC

* The percentage set forth above is calculated based on 57,569,658 shares of Common Stock outstanding as of June 7, 2018, as disclosed in the Issuer's preliminary prospectus supplement dated June 11, 2018 filed by the Issuer with the Securities and Exchange Commission on June 11, 2018, 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 public underwritten sale of 8,000,000 shares of common stock by MP Thrift as described herein.

CUSIP No.
337930101

1 NAME OF REPORTING PERSON
MP (Thrift) Asset Management LLC
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (SEE
2 INSTRUCTIONS)
(a) P (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

5 OO
CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

7 DELAWARE
SOLE VOTING POWER

NUMBER OF 0
SHARES SHARED VOTING POWER
BENEFICIALLY
OWNED BY 27,600,352
EACH SOLE DISPOSITIVE POWER
REPORTING
PERSON 0
WITH SHARED DISPOSITIVE POWER
10

11 27,600,352
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

12 27,600,352
CHECK IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

47.9%*

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

14

HC

* The percentage set forth above is calculated based on 57,569,658 shares of Common Stock outstanding as of June 7, 2018, as disclosed in the Issuer's preliminary prospectus supplement dated June 11, 2018 filed by the Issuer with the Securities and Exchange Commission on June 11, 2018, 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 public underwritten sale of 8,000,000 shares of common stock by MP Thrift as described herein.

CUSIP No.
337930101

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

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE
SOLE VOTING POWER

7

| | |
|--------------|--------------------------|
| NUMBER OF | 0 |
| SHARES | SHARED VOTING POWER |
| BENEFICIALLY | |
| OWNED BY | 27,600,352 |
| EACH | SOLE DISPOSITIVE POWER |
| REPORTING | |
| PERSON | 0 |
| WITH | SHARED DISPOSITIVE POWER |
| 10 | |
| | 27,600,352 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 27,600,352
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
47.9%*

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

14

HC

* The percentage set forth above is calculated based on 57,569,658 shares of Common Stock outstanding as of June 7, 2018, as disclosed in the Issuer's preliminary prospectus supplement dated June 11, 2018 filed by the Issuer with the Securities and Exchange Commission on June 11, 2018, 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 public underwritten sale of 8,000,000 shares of common stock by MP Thrift as described herein.

CUSIP No.
337930101

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)

5 OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

7 UNITED STATES
SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

| | |
|------------|--------------------------|
| 0 | SHARED VOTING POWER |
| 27,600,352 | SOLE DISPOSITIVE POWER |
| 0 | SHARED DISPOSITIVE POWER |

10 27,600,352

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 27,600,352
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
47.9%*

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

14

IN

* The percentage set forth above is calculated based on 57,569,658 shares of Common Stock outstanding as of June 7, 2018, as disclosed in the Issuer's preliminary prospectus supplement dated June 11, 2018 filed by the Issuer with the Securities and Exchange Commission on June 11, 2018, 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 public underwritten sale of 8,000,000 shares of common stock by MP Thrift as described herein.

CUSIP No.
337930101

1 NAME OF REPORTING PERSON
MP (Thrift) Global Advisers III LLC
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (SEE
2 INSTRUCTIONS)
(a) P (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

5 OO
CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

DELAWARE
SOLE VOTING POWER

7

| | |
|-------------------------------|--------------------------|
| NUMBER OF | 0 |
| SHARES | SHARED VOTING POWER |
| BENEFICIALLY | |
| OWNED BY | 27,600,352 |
| EACH | SOLE DISPOSITIVE POWER |
| REPORTING | |
| PERSON | 0 |
| WITH | SHARED DISPOSITIVE POWER |
| 10 | |
| | 27,600,352 |
| AGGREGATE AMOUNT | |
| BENEFICIALLY OWNED BY EACH | |
| REPORTING PERSON | |
| 11 | |
| | 27,600,352 |
| CHECK IF THE AGGREGATE AMOUNT | |
| IN ROW (11) EXCLUDES CERTAIN | |
| SHARES (SEE INSTRUCTIONS) | |
| 12 | |
| PERCENT OF CLASS REPRESENTED | |
| BY AMOUNT IN ROW (11) | |
| 13 | |

47.9%*

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

14

IA

* The percentage set forth above is calculated based on 57,569,658 shares of Common Stock outstanding as of June 7, 2018, as disclosed in the Issuer's preliminary prospectus supplement dated June 11, 2018 filed by the Issuer with the Securities and Exchange Commission on June 11, 2018, 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 public underwritten sale of 8,000,000 shares of common stock by MP Thrift as described herein.

Item 1. Security and Issuer

This Amendment No. 10 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 and Mark R. Patterson, each as a 50% 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 June 11, 2018, the Issuer and MP Thrift entered into an underwriting agreement (the “Underwriting Agreement”) with Sandler O’Neill & Partners, L.P. and Keefe, Bruyette & Woods, Inc. as underwriters (collectively, the “Underwriters”). Pursuant to the Underwriting Agreement, MP Thrift agreed to sell 8,000,000 shares of Common Stock in an underwritten public offering (the “Offering”) at a public offering price of \$34.50 per share, less underwriting discounts of \$0.6812 per share. The Underwriting Agreement also provided the Underwriters an option to purchase up to an additional 1,200,000 shares of Common Stock from MP Thrift within 30 days from the date of the Underwriting Agreement. The closing is expected to occur on June 14, 2018. Following the completion of the Offering (assuming no exercise of the Underwriters’ option to purchase additional shares), the Reporting Persons will beneficially own 47.9% of the outstanding Common Stock. If the Underwriters’ option to purchase additional shares is exercised in full, the Reporting Persons will beneficially own 45.9% 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 90 days from June 11, 2018. 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, 27,600,352 shares of Common Stock, which represents 47.9% of the outstanding shares of Common Stock as of June 7, 2018 (after giving effect to the sale of Common Stock by MP Thrift pursuant to the Underwriting Agreement referenced in Item 4 of this Amendment) based on 57,569,658 shares of Common Stock outstanding as of June 7, 2018, as disclosed in the Issuer's preliminary prospectus supplement dated June 11, 2018

filed by the Issuer with the SEC on June 11, 2018, 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:

Underwriting Agreement

Please refer to the description of the Underwriting Agreement in Item 4 above. A copy of the Underwriting Agreement is filed as Exhibit III to this filing and its terms are hereby incorporated by reference herein.

Lockup Agreements

In connection with the Offering, MP Thrift entered into a lockup agreement (the "Lockup Agreement") pursuant to which, subject to certain exceptions, MP Thrift agreed not to offer, sell or transfer any shares of Common Stock or any securities convertible into or exercisable or exchangeable for shares of Common Stock, or enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the Common Stock or such other securities, without the prior written consent of Sandler O'Neill & Partners, L.P. for a period of 90 days from June 11, 2018 (the "restricted period").

In addition, MP Thrift agreed that, without the prior written consent of Sandler O'Neill & Partners, L.P., it will not, during the restricted period, make any demand for or exercise any right with respect to, the registration of any shares of Common Stock or any security convertible into or exercisable or exchangeable for Common Stock.

A copy of the form of Lockup Agreement is filed as Exhibit IV to this filing and its terms are hereby incorporated by reference herein.

Item 7. Material to be Filed as Exhibits.

| Exhibit | Description |
|---------|-------------|
|---------|-------------|

| | |
|-----------|--|
| Exhibit I | Joint Filing Agreement, by and among the Reporting Persons, dated 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 June 11, 2018 (the "Underwriting Agreement"), by and among the Flagstar Bancorp, Inc., MP Thrift Investments L.P., Sandler O'Neill & Partners L.P. and Keefe, Bruyette & Woods, Inc, as underwriters. |
|-------------|---|

| | |
|------------|---|
| Exhibit IV | Form of Lock-Up Agreement, included as Exhibit A to the Underwriting Agreement. |
|------------|---|

* 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: June 12, 2018

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