

WMI HOLDINGS CORP.
Form SC 13G/A
February 17, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

WMI Holdings Corp.

(Name of Issuer)

Common Stock, par value \$0.00001 per share
(Title of Class of Securities)

92936P100
(CUSIP Number)

December 31, 2014
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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. 92936P100

SCHEDULE 13G/A

Page 2 of 13 Pages

NAME OF REPORTING PERSONS

1

Greywolf Capital Partners II LP

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b) x

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

SHARED VOTING POWER

2,796,342

7

SOLE DISPOSITIVE POWER

WITH

-0-

8

SHARED DISPOSITIVE POWER

2,796,342

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,796,342

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.38%

12

TYPE OF REPORTING PERSON

PN

Edgar Filing: WMI HOLDINGS CORP. - Form SC 13G/A

** The reporting persons making this filing hold an aggregate of 14,812,056 Shares, which is 7.32% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

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SCHEDULE 13G/A

Page 3 of 13 Pages

1 NAME OF REPORTING PERSONS

Greywolf Event Driven Master Fund

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

-0-

6 SHARED VOTING POWER

4,585,764

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

4,585,764

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,585,764

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.27%
12 TYPE OF REPORTING PERSON

OO

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SCHEDULE 13G/A

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NAME OF REPORTING PERSONS

1

Greywolf Overseas Intermediate Fund

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b) x

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5

SOLE VOTING POWER

NUMBER OF
SHARES

-0-

6

SHARED VOTING POWER

BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

1,299,445

WITH

7

SOLE DISPOSITIVE POWER

-0-

8

SHARED DISPOSITIVE POWER

1,299,445

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,299,445

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.64%

12

TYPE OF REPORTING PERSON

OO

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SCHEDULE 13G/A

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NAME OF REPORTING PERSONS

1

Greywolf Structured Products Master Fund, Ltd.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b) x

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5

SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

5

-0-

6

SHARED VOTING POWER

2,804,769

7

SOLE DISPOSITIVE POWER

WITH

7

-0-

8

SHARED DISPOSITIVE POWER

2,804,769

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,804,769

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.39%

12

TYPE OF REPORTING PERSON

OO

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NAME OF REPORTING PERSONS

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Greywolf Opportunities Fund II, LP

2

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(a) (b) x

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5

SOLE VOTING POWER

-0-

6

SHARED VOTING POWER

3,325,736

7

SOLE DISPOSITIVE POWER

WITH

-0-

8

SHARED DISPOSITIVE POWER

3,325,736

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,325,736

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.64%

12

TYPE OF REPORTING PERSON

PN

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NAME OF REPORTING PERSONS

1

Greywolf Advisors LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

2

(a) (b) x

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

-0-

NUMBER OF
SHARES
BENEFICIALLY
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EACH
REPORTING
PERSON

SHARED VOTING POWER

6

2,796,342

SOLE DISPOSITIVE POWER

7

-0-

WITH

SHARED DISPOSITIVE POWER

8

2,796,342

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,796,342

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.38%

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TYPE OF REPORTING PERSON

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NAME OF REPORTING PERSONS

1

Greywolf Capital Management LP

2

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(a) (b) x

3

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CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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-0-

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14,812,056

SOLE DISPOSITIVE POWER

WITH

-0-

SHARED DISPOSITIVE POWER

8

14,812,056

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14,812,056

10

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o

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.32%

12

TYPE OF REPORTING PERSON

PN, IA

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NAME OF REPORTING PERSONS

1

Greywolf GP LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b) x

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5

SOLE VOTING POWER

-0-

6

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

SHARED VOTING POWER

14,812,056

WITH

7

SOLE DISPOSITIVE POWER

-0-

8

SHARED DISPOSITIVE POWER

14,812,056

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,812,056

10

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