

WMI HOLDINGS CORP.  
Form 8-K  
February 13, 2014

**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): February 10, 2014**

**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.)**

**98101**

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**1201 THIRD AVENUE, SUITE 3000**

**SEATTLE, WASHINGTON**

**(Address of Principal Executive Offices)**

**(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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensation Arrangements of Certain Officers**

Effective February 10, 2014, the Board of Directors of WMI Holdings Corp. (the Company) approved and adopted a First Amendment to the Company's 2012 Long-Term Incentive Plan (the Plan), pursuant to which the number of shares of the Company's common stock reserved and available for grants under the Plan was increased from 2 million shares to 3 million shares, and the terms under which the Plan may be amended were modified to allow an increase to the number of shares available for grant under the Plan upon approval of the Company's Board of Directors, except when shareholder approval is required under applicable law, regulation or rule of any stock exchange on which the Company's shares are listed, quoted or traded. The foregoing description of the First Amendment is qualified in its entirety by reference to the full text of the First Amendment, which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

99.1 First Amendment to WMI Holdings Corp. 2012 Long-Term Incentive Plan, effective February 10, 2014.

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: February 11, 2014

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

EXHIBIT INDEX

99.1 First Amendment to WMI Holdings Corp. 2012 Long-Term Incentive Plan, effective February 10, 2014.