

Walker & Dunlop, Inc.  
Form 8-K  
March 27, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 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): March 25, 2014**

**Walker & Dunlop, Inc.**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other Jurisdiction**  
**of Incorporation)**

**001-35000**  
**(Commission**  
**File Number)**

**80-0629925**  
**(IRS Employer**  
**Identification No.)**

**7501 Wisconsin Avenue**

**Suite 1200E**

**Bethesda, MD**

**(Address of Principal Executive Offices)**

**20814**

**(Zip Code)**

**Registrant's telephone number, including area code: (301) 215-5500**

**Not applicable**

**(Former name or former address if changed since last report.)**

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; Compensatory Arrangements of Certain Officers.**

(b) On March 25, 2014, Mitchell M. Gaynor gave notice of his decision not to stand for re-election as a member of the Board of Directors of Walker & Dunlop, Inc. (the Company ) at the end of his current term, which expires at the Company s 2014 annual meeting of stockholders (the 2014 Annual Meeting ). Mr. Gaynor s decision comes after over 25 years of distinguished service to the Company in key positions, including currently as a director and audit committee member, and formerly as chief financial officer. Mr. Gaynor will continue to serve the remainder of his term as a director until the 2014 Annual Meeting.

**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.

**WALKER & DUNLOP, INC.**

(Registrant)

Date: March 27, 2014

By: /s/ Stephen P. Theobald

Name: Stephen P. Theobald

Title: Executive Vice President,

Chief Financial Officer & Treasurer