

WMI HOLDINGS CORP.
Form 8-K
June 11, 2013

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): June 5, 2013

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.)

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1201 THIRD AVENUE, SUITE 3000

SEATTLE, WASHINGTON
(Address of Principal Executive Offices)

(206) 432-8887

98101
(Zip Code)

(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 5.07 Submission of Matters to a Vote of Security Holders.

- (a) On June 5, 2013, WMI Holdings Corp. held its annual meeting of shareholders.
- (b) At the annual meeting, shareholders approved each of the following matters, with the votes on each matter as set forth below. Please note that the results set forth below are preliminary; final tabulations will be disclosed within four business days after the final voting results are known.
- To elect a board of directors consisting of seven members, each to serve until the next annual meeting of shareholders and until his or her successor is duly elected and qualified.

| NOMINEE | VOTES FOR | VOTES WITHHELD |
|--------------------|------------|----------------|
| Michael Willingham | 49,668,492 | 23,632,380 |
| Eugene I. Davis | 66,990,357 | 6,310,515 |
| Steven D. Scheiwe | 44,447,334 | 28,853,538 |
| Mark E. Holliday | 49,463,488 | 23,837,384 |
| Diane B. Glossman | 49,944,153 | 23,356,719 |
| Michael J. Renoff | 49,943,913 | 23,356,959 |
| Timothy R. Graham | 50,082,650 | 23,218,222 |

There were 73,540,225 broker non-votes with respect to the election of directors.

- To ratify the appointment of Burr Pilger Mayer, Inc., as WMI Holdings Corp.'s independent registered public accounting firm for the fiscal year ending December 31, 2013.

| MATTER | VOTES FOR | VOTES AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|-------------------------------------|-------------|---------------|-------------|------------------|
| Ratification of auditor appointment | 121,450,386 | 1,076,426 | 24,314,285 | 0 |

- To approve, as an advisory vote, compensation of WMI Holdings Corp.'s named executive officers.

| MATTER | VOTES FOR | VOTES AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|---|------------|---------------|-------------|------------------|
| Advisory vote on executive compensation | 64,433,631 | 3,430,339 | 5,436,902 | 73,540,225 |

- To approve, as an advisory vote, the frequency of future advisory votes on named executive officer compensation.

| MATTER | 1 YEAR | 2 YEARS | 3 YEARS | ABSTENTIONS | BROKER NON-VOTES |
|--|------------|---------|-----------|-------------|------------------|
| Advisory vote on frequency of executive compensation | 64,044,886 | 418,061 | 2,752,600 | 6,085,325 | 73,540,225 |

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: June 11, 2013

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