

WMI HOLDINGS CORP.  
Form 8-K  
June 10, 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): June 4, 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.)**

**1201 THIRD AVENUE, SUITE 3000**

**SEATTLE, WASHINGTON**  
**(Address of Principal Executive Offices)**

**98101**  
**(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 5.07 Submission of Matters to a Vote of Security Holders.**

- (a) On June 4, 2014, WMI Holdings Corp. held its annual meeting of shareholders.
- (b) At the annual meeting, shareholders approved each of the following matters, with the final vote tabulations on each matter as set forth below. Of the 212,157,980 votes entitled to be cast at the meeting, 160,414,399 votes (or approximately 75.6%) were voted in person or by proxy.
- 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.

| <b>NOMINEE</b>     | <b>VOTES<br/>FOR</b> | <b>VOTES<br/>WITHHELD</b> |
|--------------------|----------------------|---------------------------|
| Michael Willingham | 68,651,061           | 22,096,915                |
| Eugene I. Davis    | 86,937,960           | 3,810,016                 |
| Steven D. Scheiwe  | 67,919,155           | 22,828,821                |
| Mark E. Holliday   | 67,591,424           | 23,156,552                |
| Diane B. Glossman  | 68,146,945           | 22,601,031                |
| Michael J. Renoff  | 68,109,129           | 22,638,847                |
| Timothy R. Graham  | 67,925,913           | 22,822,063                |

There were 69,666,423 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, 2014.

| <b>MATTER</b>                       | <b>VOTES<br/>FOR</b> | <b>VOTES<br/>AGAINST</b> | <b>ABSTENTIONS</b> | <b>BROKER<br/>NON-VOTES</b> |
|-------------------------------------|----------------------|--------------------------|--------------------|-----------------------------|
| Ratification of auditor appointment | 151,102,899          | 2,365,303                | 6,946,196          | 0                           |

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

| <b>MATTER</b>                           | <b>VOTES<br/>FOR</b> | <b>VOTES<br/>AGAINST</b> | <b>ABSTENTIONS</b> | <b>BROKER<br/>NON-VOTES</b> |
|---|----------------------|--------------------------|--------------------|-----------------------------|
| Advisory vote on executive compensation | 78,882,040           | 4,133,371                | 7,732,565          | 69,666,423                  |

**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 10, 2014

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