

FLAGSTAR BANCORP INC

Form 8-K

August 12, 2008

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**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): August 12, 2008
Flagstar Bancorp, Inc.
(Exact Name of Registrant as Specified in Charter)**

Michigan
(State or other jurisdiction
of incorporation)

1-16577
(Commission
File Number)

38-3150651
(I.R.S. Employer
Identification No.)

5151 Corporate Drive, Troy, Michigan
(Address of Principal Executive Offices)

48098
(Zip Code)

Registrant's telephone number, including area code: **(248) 312-2000**

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))
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Press Release, dated August 12, 2008

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Item 8.01 Other Events

On August 12, 2008, Flagstar Bancorp, Inc. (the Company) issued a press release announcing that stockholders approved the conversion of the Company s mandatory convertible non-cumulative perpetual preferred stock into the Company s common stock. The preferred stock was issued as part of the Company's recent \$100 million offering that it completed in May 2008. The text of the press release is included as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) The following exhibit is being furnished herewith:

Exhibit No. *Exhibit Description*

99.1 Press release of Flagstar Bancorp, Inc. dated August 12, 2008.

SIGNATURE

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.

FLAGSTAR BANCORP, INC.

Date: August 12, 2008

By: /s/ Paul D. Borja
Paul D. Borja
Executive Vice-President and Chief
Financial Officer