

# STONEGATE MORTGAGE CORP

## **FORM 8-K** (Current report filing)

Filed 04/27/17 for the Period Ending 04/27/17

Address	9190 PRIORITY WAY WEST DRIVE SUITE 300 INDIANAPOLIS, IN 46240
Telephone	317-663-5100
CIK	0001454389
Symbol	SGM
SIC Code	6162 - Mortgage Bankers and Loan Correspondents
Industry	Consumer Lending
Sector	Financials
Fiscal Year	12/31

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**Current Report  
Pursuant to Section 13 or 15 (d)  
of the Securities Exchange Act of 1934**

**Date of Report (date of earliest event reported): April 27, 2017**

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**STONEGATE MORTGAGE CORPORATION**

(Exact name of registrant as specified in its charter)

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**Ohio**  
(State or other jurisdiction  
of incorporation)

**001-36116**  
(Commission  
File Number)

**34-1194858**  
(IRS Employer  
Identification No.)

**9190 Priority Way West Drive, Suite 300  
Indianapolis, Indiana 46240**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (317) 663-5100**

**Not Applicable**  
(Former name or former address, if changed since last report)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On April 27, 2017, Stonegate Mortgage Corporation (the “Company”) held a special meeting of stockholders (the “Special Meeting”). At the close of business on March 23, 2017, the record date for the Special Meeting, there were 25,854,022 shares of the Company’s common stock issued, outstanding and entitled to vote at the Special Meeting, of which a quorum of 22,049,409 shares, representing 85.28% of the total shares issued, outstanding and entitled to vote, were present in person or represented by proxy at the Special Meeting.

At the Special Meeting, holders of the Company’s common stock were requested to vote upon: (1) the adoption of the Agreement and Plan of Merger, dated as of January 26, 2017, by and among the Company, Home Point Financial Corporation and Longhorn Merger Sub, Inc., as such agreement may be amended from time to time (the “merger proposal”), (2) the approval, on a non-binding, advisory basis, of the compensation that certain executive officers of the Company may receive in connection with the merger pursuant to agreements or arrangements with the Company (the “compensation proposal”), and (3) the approval of one or more adjournments of the Special Meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the merger proposal if there are insufficient votes at the time of the Special Meeting to approve the merger proposal (the “adjournment proposal”). The final voting results for each of the proposals voted upon at the Special General Meeting, as certified by the independent inspector of election, Broadridge Financial Solutions, Inc., are set forth below. The proposals are described in further detail in the Company’s definitive proxy statement for the Special Meeting filed with the Securities and Exchange Commission on Schedule 14A on March 27, 2017.

**Proposal 1.** The Company’s stockholders approved the merger proposal. The table below sets forth the voting results.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
22,017,357	29,536	2,516	0

**Proposal 2.** The Company’s stockholders approved, on a non-binding, advisory basis, the compensation proposal. The table below sets forth the voting results.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
20,874,563	1,037,017	137,829	0

**Proposal 3.** The Company’s stockholders approved the adjournment proposal. The table below sets forth the voting results.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
21,858,434	159,259	31,716	0

**Item 8.01. Other Events.**

On April 27, 2017, the Company issued a press release announcing the results of the Special Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release, dated April 27, 2017.



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**Exhibit Index**

<b><u>Exhibit No.</u></b>	<b><u>Description of Exhibit</u></b>
99.1	Press Release, dated April 27, 2017.

**STONEGATE MORTGAGE CORPORATION STOCKHOLDERS APPROVE ACQUISITION BY HOME POINT FINANCIAL**

INDIANAPOLIS, IN., April 27, 2017 – Stonegate Mortgage Corporation (NYSE: SGM) (“Stonegate Mortgage”) today announced that its stockholders overwhelmingly approved all proposals relating to the pending acquisition of Stonegate Mortgage by Home Point Financial Corporation (“Home Point Financial”) at a special meeting of Stonegate Mortgage’s stockholders held earlier today. Holders of 99% of Stonegate Mortgage shares present and voting at the special meeting voted in favor of a proposal to adopt the merger agreement with Home Point Financial.

As previously announced on January 27, 2017, Stonegate Mortgage and Home Point Financial entered into a definitive merger agreement pursuant to which Home Point Financial will acquire Stonegate Mortgage for \$8.00 per share in cash. Approval by Stonegate Mortgage’s stockholders is a condition to closing of the transaction. The transaction remains subject to certain other customary approvals and is expected to close by the end of the second quarter of 2017.

**About Stonegate Mortgage**

Founded in 2005, Stonegate Mortgage is a leading, publicly traded, mortgage company that originates, finances and services agency and non-agency residential mortgages through its network of retail offices and approved third party originators. Stonegate Mortgage also provides financing through its fully integrated warehouse lending platform, NattyMac. Stonegate Mortgage’s operational excellence, financial strength, dedication to customer service and commitment to technology have positioned the firm as a leading provider in the housing finance market. For further information about Stonegate Mortgage, please visit [www.stonegatemtg.com](http://www.stonegatemtg.com).

**Cautionary Statement Regarding Forward-Looking Statements**

This press release contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are intended to be protected by the safe harbor provided therein. We generally identify forward-looking statements, particularly those statements regarding the benefits of the proposed merger between Stonegate Mortgage and Home Point Financial, the anticipated timing of the transaction and the business of each company, by terminology such as “outlook,” “believes,” “expects,” “potential,” “continues,” “may,” “will,” “would,” “could,” “should,” “seeks,” “approximately,” “predicts,” “intends,” “plans,” “estimates,” “anticipates,” “projects,” “strategy,” “future,” “opportunity,” “will likely result” or the negative version of those words or other comparable words. These forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about our industry, management’s beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, you are cautioned that any such forward-looking statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict.

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A number of important factors could cause actual results to differ materially from those indicated by the forward-looking statements in this press release, including, but not limited to: the risk that the proposed merger may not be completed in a timely manner or at all, which may adversely affect Stonegate Mortgage's business and the price of Stonegate Mortgage common stock; required governmental approvals of the proposed merger may not be obtained or may not be obtained on the terms expected or on the anticipated schedule; the parties to the merger agreement may fail to satisfy other conditions to the completion of the proposed merger, or may not be able to meet expectations regarding the timing and completion of the proposed merger; the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement; the effect of the announcement or pendency of the proposed merger on Stonegate Mortgage's business relationships, operating results, and business generally; risks that the proposed merger disrupts current plans and operations of Stonegate Mortgage and potential difficulties in Stonegate Mortgage's employee retention as a result of the proposed merger; risks related to diverting management's attention from Stonegate Mortgage's ongoing business operations; the outcome of any legal proceedings that may be instituted against Stonegate Mortgage related to the merger agreement or the proposed merger; the amount of the costs, fees, expenses and other charges related to the proposed merger; the impact of changes in interest rates; and political instability. For additional factors that could materially affect our financial results and our business generally, please refer to Stonegate Mortgage's filings with the SEC, including but not limited to, the factors, uncertainties and risks described under the headings "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations." Stonegate Mortgage undertakes no obligation to revise these statements following the date of this press release, except as required by law.

**For inquiries, please contact:**

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