

# STONEGATE MORTGAGE CORP

## **FORM S-8 POS** (Post-Effective Amendment to an S-8 filing)

Filed 05/31/17

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

Registration No. 333-192554  
Registration No. 333-192556  
Registration No. 333-192557  
Registration No. 333-213055  
Registration No. 333-213056

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

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**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8 REGISTRATION STATEMENT NO. 333-192554**  
**FORM S-8 REGISTRATION STATEMENT NO. 333-192556**  
**FORM S-8 REGISTRATION STATEMENT NO. 333-192557**  
**FORM S-8 REGISTRATION STATEMENT NO. 333-213055**  
**FORM S-8 REGISTRATION STATEMENT NO. 333-213056**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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

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**Ohio**  
(State of Incorporation)

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

**9190 Priority Way West Drive, Suite 300**  
**Indianapolis, Indiana 46240**  
**(317) 663-5100**  
(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

**Stonegate Mortgage Corporation Amended and Restated 2011 Omnibus Incentive Plan**  
**Stonegate Mortgage Corporation 2013 Non-Employee Director Plan**  
**Stonegate Mortgage Corporation 2013 Omnibus Incentive Compensation Plan**  
**Stonegate Mortgage Corporation 2013 Non-Employee Director Plan, as amended as of June 29, 2016**  
**Stonegate Mortgage Corporation 2016 Omnibus Incentive Compensation Plan**  
(Full Title of the Plan)

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**Carrie Preston**  
**Chief Financial Officer of Stonegate Mortgage Corporation**  
**9190 Priority Way West Drive, Suite 300**  
**Indianapolis, Indiana 46240**  
**(317) 663-5100**  
(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.



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## DEREGISTRATION OF SECURITIES

These post-effective amendments (each, a “Post-Effective Amendment” and, collectively, the “Post-Effective Amendments”) relate to the following Registration Statements on Form S-8 (each, a “Registration Statement” and, collectively, the “Registration Statements”) filed by Stonegate Mortgage Corporation, an Ohio corporation (the “Registrant”), with the Securities and Exchange Commission (the “SEC”):

- Registration Statement on Form S-8 (No. 333-192554), filed with the SEC on November 26, 2013, pertaining to the registration of 1,539,883 shares of common stock, par value \$0.01 per share (the “Common Stock”), issuable under the Stonegate Mortgage Corporation Amended and Restated 2011 Omnibus Incentive Plan.
- Registration Statement on Form S-8 (No. 333-192556), filed with the SEC on November 26, 2013, pertaining to the registration of 104,812 shares of Common Stock issuable under the Stonegate Mortgage Corporation 2013 Non-Employee Director Plan.
- Registration Statement on Form S-8 (No. 333-192557), filed with the SEC on November 26, 2013, pertaining to the registration of 419,250 shares of Common Stock issuable under the Stonegate Mortgage Corporation 2013 Omnibus Incentive Compensation Plan.
- Registration Statement on Form S-8 (No. 333-213055), filed with the SEC on August 10, 2016, pertaining to the registration of 200,000 shares of Common Stock issuable under the Stonegate Mortgage Corporation 2013 Non-Employee Director Plan, as amended as of June 29, 2016.
- Registration Statement on Form S-8 (No. 333-213056), filed with the SEC on August 10, 2016, pertaining to the registration of 200,000 shares of Common Stock issuable under the Stonegate Mortgage Corporation 2016 Omnibus Incentive Compensation Plan.

On January 26, 2017, the Registrant entered into an Agreement and Plan of Merger (the “Merger Agreement”), dated as of January 26, 2017, with Home Point Financial Corporation, a New Jersey corporation (“Home Point”), and Longhorn Merger Sub, Inc., an Ohio corporation and wholly owned subsidiary of Home Point (“Merger Sub”). Pursuant to the Merger Agreement, on May 31, 2017, Merger Sub merged with and into the Registrant, with the Registrant as the surviving entity (the “Merger”).

As a result of the consummation of the transactions contemplated by the Merger Agreement, the Registrant has terminated all offerings of its securities pursuant to the above referenced Registration Statements. In accordance with the undertakings made by the Registrant in the Registration Statements, the Registrant hereby removes and withdraws from registration all securities registered under the Registration Statements that remain unsold as of the date hereof.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments to the Registration Statements described above to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Indianapolis and State of Indiana on the 31<sup>st</sup> day of May, 2017.

STONEGATE MORTGAGE CORPORATION

By: /s/ William Newman

Name: William Newman

Title: Chief Executive Officer

No other person is required to sign this Post-Effective Amendment to the Registration Statements in reliance on Rule 478 of the Securities Act of 1933, as amended.