

STONEGATE MORTGAGE CORP

Reported by
MIRRO RICHARD A.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/31/17 for the Period Ending 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

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Mirro Richard A. <small>(Last) (First) (Middle)</small> 9190 PRIORITY WAY WEST DRIVE, SUITE 300 <small>(Street)</small> INDIANAPOLIS, IN 46240 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol STONEGATE MORTGAGE CORP [SGM] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/31/2017</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)
4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	5/31/2017		D		28354 <small>(1)</small>	D	\$8.00 <small>(2)</small>	0	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy Common Stock)	\$3.97	5/31/2017		D		101494		<small>(3)</small>	3/9/2022	Common Stock	101494	\$4.03 <small>(3)</small>	0	D	

Explanation of Responses:

- (1) Consists of 28,354 restricted stock units of Stonegate Mortgage Corporation ("Stonegate") (each, a "Stonegate RSU").
- (2) Pursuant to the Agreement and Plan of Merger, dated January 26, 2017 (the "Merger Agreement"), among Stonegate, Home Point Financial Corporation and Longhorn Merger Sub, Inc., upon completion of the merger as contemplated by the Merger Agreement, each Stonegate RSU was converted into the right to receive an amount in cash equal to the product of (i) the number of shares of common stock of Stonegate, par value \$0.01 per share ("Stonegate Common Stock"), subject to such Stonegate RSU immediately prior to completion of the merger and (ii) \$8.00 in cash (the "Merger Consideration"), less applicable tax withholdings.
- (3) Each option to buy Stonegate Common Stock (each, a "Stonegate Stock Option"), whether vested or unvested, upon completion of the merger was converted into the right to receive an amount in cash equal to the product of (i) the number of shares of Stonegate Common Stock subject to such Stonegate Stock Option immediately prior to completion of the merger and (ii) the excess, if any, of (A) the Merger Consideration over (B) the exercise price per share of Stonegate Common Stock subject to such Stonegate Stock Option, less applicable tax withholdings.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mirro Richard A. 9190 PRIORITY WAY WEST DRIVE, SUITE 300 INDIANAPOLIS, IN 46240	X			

Signatures

/s/ **Richard A. Mirro**

5/31/2017

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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