

STONEGATE MORTGAGE CORP

Reported by
BROWN JAMES

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/01/17 for the Period Ending 05/31/17

Address	9190 PRIORITY WAY WEST DRIVE SUITE 300 INDIANAPOLIS, IN 46240
Telephone	317-663-5100
CIK	0001454389
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
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[X] Check this box if no longer
subject to Section 16. Form 4 or
Form 5 obligations may
continue. See Instruction 1(b).

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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Brown James		STONEGATE MORTGAGE CORP [SGM]		<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)		<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
1120 AVENUE OF THE AMERICAS, 18TH FLOOR		5/31/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
NEW YORK, NY 10036				<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(City) (State) (Zip)				<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		7217379 (1)	D	\$8.00 (2)(3)	0	I	See footnote (7)

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				
Common Stock Warrants	\$18.00	5/31/2017		D		3906 (4)	(5)	5/15/2018	Common Stock	3906	\$0.00 (5)	0	I	See footnote (7)	
Common Stock Warrants	\$18.00	5/31/2017		D		238715 (6)	(5)	5/15/2018	Common Stock	238715	\$0.00 (5)	0	I	See footnote (7)	

Explanation of Responses:

- Includes (a) 6,930,757 shares of Stonegate Mortgage Corporation ("Stonegate") common stock, par value \$0.01 per share ("Stonegate Common Stock") currently held of record by Stonegate Investors Holdings, LLC, (b) 91,984 shares of Stonegate Common Stock currently held of record by Long Ridge Equity Partners, LLC, (c) 104,691 shares of Stonegate Common Stock currently held of record by Long Ridge Equity Partners I, LP, (d) 33,239 shares of Stonegate Common Stock currently held of record by Long Ridge Offshore Subsidiary Holdings, LLC, and (e) 56,708 restricted stock units (each, a "Stonegate RSU") granted to Long Ridge Capital Management, LP.
- 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 share of Stonegate Common Stock held by the reporting person was converted into the right to receive \$8.00 in cash (the "Merger Consideration").
- Upon completion of the merger, 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 Stonegate Common Stock subject to such Stonegate RSU immediately prior to completion of the merger and (ii) the Merger Consideration, less applicable tax withholdings.
- Represents shares of Stonegate Common Stock available for immediate purchase at \$18.00 per share (each, a "Stonegate Warrant") and held by Long Ridge Equity Partners, LLC pursuant to a warrant agreement, dated as of March 29, 2013, with Stonegate (the "Warrant Agreement").
- The Stonegate Warrants were cancelled upon completion of the merger as contemplated by the Merger Agreement for no consideration or payment because the exercise price of the Stonegate Warrants was greater than the Merger Consideration.
- Represents Stonegate Warrants held by Stonegate Investors Holdings, LLC pursuant to the Warrant Agreement.
- Messrs. Bhatt and Brown are each principals and officers of certain affiliates of Long Ridge Equity Partners, LLC, whose ownership is detailed in footnote (1) above. Each of Messrs. Bhatt and Brown may be deemed to be the beneficial owner of, and have control over, the Stonegate Common Stock and the

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown James 1120 AVENUE OF THE AMERICAS 18TH FLOOR NEW YORK, NY 10036	X	X		

Signatures

/s/ James G. Brown

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.