

WMIH CORP.
Form SC 13G/A
February 14, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

WMIH Corp.

(Name of Issuer)

Common Stock, par value \$0.00001 per share
(Title of Class of Securities)

92936P100
(CUSIP Number)

December 31, 2016
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP No. 92936P100

SCHEDULE 13G/A

Page 2 of 13 Pages

NAME OF REPORTING PERSONS

1

Greywolf Capital Partners II LP

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

SHARED VOTING POWER

-0-

SOLE DISPOSITIVE POWER

7

WITH

-0-

SHARED DISPOSITIVE POWER

8

-0-

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12

TYPE OF REPORTING PERSON

PN

** The reporting persons making this filing hold an aggregate of 11,006,733 Shares, which is 5.33% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

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SCHEDULE 13G/A

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NAME OF REPORTING PERSONS

1

Greywolf Event Driven Master Fund

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

2

(a) o (b) x

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

SHARED VOTING POWER

6

-0-

SOLE DISPOSITIVE POWER

7

WITH

-0-

SHARED DISPOSITIVE POWER

8

-0-

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12

TYPE OF REPORTING PERSON

OO

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SCHEDULE 13G/A

Page 4 of 13 Pages

1 NAME OF REPORTING PERSONS

Greywolf Overseas Intermediate Fund

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

-0-

6 SHARED VOTING POWER

5,622,385

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

5,622,385

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,622,385

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.72%

12 TYPE OF REPORTING PERSON

OO

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SCHEDULE 13G/A

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NAME OF REPORTING PERSONS

1

Greywolf Structured Products Master Fund, Ltd.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b) x

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5

SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

-0-

WITH

5

6

7

8

SHARED VOTING POWER

2,647,162

SOLE DISPOSITIVE POWER

-0-

SHARED DISPOSITIVE POWER

2,647,162

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,647,162

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.28%

12

TYPE OF REPORTING PERSON

OO

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NAME OF REPORTING PERSONS

1

Greywolf Opportunities Fund II, LP

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b) x

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

SHARED VOTING POWER

2,737,186

7

SOLE DISPOSITIVE POWER

WITH

-0-

8

SHARED DISPOSITIVE POWER

2,737,186

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,737,186

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.33%

12

TYPE OF REPORTING PERSON

PN

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NAME OF REPORTING PERSONS

1

Greywolf Advisors LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) o (b) x

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

SHARED VOTING POWER

6

-0-

SOLE DISPOSITIVE POWER

7

WITH

-0-

SHARED DISPOSITIVE POWER

8

-0-

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12

TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSONS
 Greywolf Capital Management LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**
 (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		SHARED VOTING POWER
BENEFICIALLY	6	11,006,733
OWNED BY		SOLE DISPOSITIVE POWER
EACH	7	-0-
REPORTING		SHARED DISPOSITIVE POWER
PERSON	8	11,006,733
WITH		

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 11,006,733

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 5.33%

12 TYPE OF REPORTING PERSON
 PN, IA

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NAME OF REPORTING PERSONS

1

Greywolf GP LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

2

(a) o (b) x

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

SHARED VOTING POWER

6

11,006,733

SOLE DISPOSITIVE POWER

7

-0-

WITH

SHARED DISPOSITIVE POWER

8

11,006,733

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,006,733

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.33%

12

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