

Walker & Dunlop, Inc.  
Form 8-K  
November 21, 2014

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 20, 2014**

**Walker & Dunlop, Inc.**

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

**Maryland**  
**(State or other Jurisdiction**  
**of Incorporation)**

**001-35000**  
**(Commission**  
**File Number)**

**80-0629925**  
**(IRS Employer**  
**Identification No.)**

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**7501 Wisconsin Avenue**

**Suite 1200E**

**Bethesda, MD**

**(Address of Principal Executive Offices)**

**20814**

**(Zip Code)**

**Registrant's telephone number, including area code: (301) 215-5500**

**Not applicable**

**(Former name or former address if changed since last report.)**

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))

**Item 8.01. Other Events.**

On November 20, 2014, Walker & Dunlop, Inc. (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Morgan Stanley & Co. LLC (the Underwriter ), and FIF V WD LLC, FCOF UB Investments LLC, FCOF II UB Investments LLC, FTS SIP LP, FCO MA II UB Securities LLC and FCO MA LSS LP (collectively, the Selling Shareholders ) pursuant to which the Selling Shareholders agreed to sell 2,000,000 shares of the Company s common stock owned by the Selling Shareholders, par value \$0.01 per share to the Underwriter. Pursuant to the terms of the Underwriting Agreement, the Selling Shareholders granted the Underwriter a 30-day option to purchase up to an additional 300,000 shares of the Company s common stock owned by the Selling Shareholders. The Company will not receive any proceeds from the sale of the common stock by the Selling Shareholders in this offering.

The offering was made pursuant to a registration statement filed with the Securities and Exchange Commission on October 4, 2012 (File No. 333-184297), a base prospectus, dated November 30, 2012, included as part of the registration statement, and a prospectus supplement, dated November 19, 2014 (the Prospectus Supplement ), filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the Securities Act ).

The Company made certain customary representations, warranties and covenants concerning the Company and the registration statement in the Underwriting Agreement and also agreed to indemnify the Underwriter against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the Underwriter may be required to make in respect of those liabilities.

The Underwriter has engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with the Company or its affiliates. The Underwriter has received, and may in the future receive, customary fees and commissions for these transactions.

The Company is filing the opinion of its counsel, Hogan Lovells US LLP, as Exhibit 5.1 hereto, regarding the legality of the shares of common stock covered by the Prospectus Supplement. Exhibit 5.1 is incorporated herein by reference and into the Registration Statement, and into the Prospectus Supplement.

A copy of the Underwriting Agreement is attached to this report as Exhibit 1.1 and incorporated herein by reference. The summary set forth above is qualified in its entirety by reference to Exhibit 1.1.

This Current Report shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

**Item 9.01. Financial Statements and Exhibits.**

*Exhibit*

*Number*

*Description*

- |     |   |
|-----|---|
| 1.1 | Underwriting Agreement, dated November 20, 2014, by and among the Company, Morgan Stanley & Co. LLC, and FIF V WD LLC, FCOF UB Investments LLC, FCOF II UB Investments LLC, FTS SIP LP, FCO MA II UB Securities LLC and FCO MA LSS LP |
| 5.1 | Opinion of Hogan Lovells US LLP regarding the legality of the common shares   |

23.1 Consent of Hogan Lovells US LLP (included in Exhibit 5.1)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**WALKER & DUNLOP, INC.**

(Registrant)

Date: November 21, 2014

By: /s/ Richard M. Lucas

Name: Richard M. Lucas

Title: Executive Vice President, General Counsel & Secretary

**EXHIBIT INDEX**

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