

Walker & Dunlop, Inc.  
Form SC 13D/A  
March 24, 2015

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13D  
(Amendment No. 5)  
Under the Securities Exchange Act of 1934

WALKER & DUNLOP, INC.  
(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

93148P102  
(CUSIP Number)

Fortress Investment Group LLC  
1345 Avenue of the Americas, 46th Floor  
New York, NY 10105  
Attention: Michael J. Cohn  
Tel: 212-798-6100  
Fax: 212-798-6075  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)  
Copy to:

Sidley Austin LLP  
787 Seventh Avenue  
New York, NY 10019  
Attention: Istvan Hajdu  
Tel: (212) 839-5300  
Fax: (212) 839-5599

March 20, 2015  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule §240.13d-7 for other parties to whom copies are to be sent.

(\* ) 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 disclosures provided in a prior cover page.

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The information required on 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 (the “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).

(Continued on following pages)

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NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities Fund (A) LP

(a)

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

(b) - Joint Filing

3 SEC USE ONLY

SOURCES OF FUNDS\*

4. OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
5. ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF  
SHARES  
BENEFICIALLY OWNED BY

0

SHARED VOTING POWER

EACH  
REPORTING PERSON

0

SOLE DISPOSITIVE POWER

WITH

0

SHARED DISPOSITIVE POWER

10.

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

0

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

0.0%

TYPE OF REPORTING PERSON\*

14.

PN

\* See Instructions

Cusip No. 93148P102 Page 3 of 54 Pages

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities Fund II (A) LP

(a)

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

(b) - Joint Filing

3 SEC USE ONLY

SOURCES OF FUNDS\*

4.

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

5. ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF  
SHARES

0

SHARED VOTING POWER

BENEFICIALLY 8.

OWNED BY  
EACH

0

SOLE DISPOSITIVE POWER

REPORTING 9.  
PERSON

0

WITH SHARED DISPOSITIVE POWER

10.

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

0

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

0.0%

TYPE OF REPORTING PERSON\*

14.

PN

\* See Instructions

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NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities Fund II (E) LP

(a)

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

(b) - Joint Filing

3 SEC USE ONLY

SOURCES OF FUNDS\*

4.

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

5. ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF  
SHARES

0

SHARED VOTING POWER

BENEFICIALLY 8.

OWNED BY

0

EACH

SOLE DISPOSITIVE POWER

REPORTING 9.

PERSON

0

WITH

SHARED DISPOSITIVE POWER

10.

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

0

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

0.0%

TYPE OF REPORTING PERSON\*

14.

PN

\* See Instructions

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

FCO MA II UB Securities LLC

(a)

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

(b) - Joint Filing

3 SEC USE ONLY

SOURCES OF FUNDS\*

4. OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

5. ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF SHARES

0

SHARED VOTING POWER

BENEFICIALLY OWNED BY

0

EACH REPORTING PERSON

9.

SOLE DISPOSITIVE POWER

PERSON WITH

0

SHARED DISPOSITIVE POWER

10.

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

0

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

0.0%

TYPE OF REPORTING PERSON\*

14.

OO

\* See Instructions

Cusip No. 93148P102 Page 6 of 54 Pages

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

FCO MA II LP

(a)

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

(b) - Joint Filing

3 SEC USE ONLY

SOURCES OF FUNDS\*

4. OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

5. ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF SHARES

0

SHARED VOTING POWER

BENEFICIALLY 8.

OWNED BY EACH

0

SOLE DISPOSITIVE POWER

REPORTING PERSON 9.

0

WITH SHARED DISPOSITIVE POWER

10.

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

12.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

0.0%

TYPE OF REPORTING PERSON\*

14.

PN

\* See Instructions

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NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

FCO MA LSS LP

(a)

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

(b) - Joint Filing

3 SEC USE ONLY

SOURCES OF FUNDS\*

4. OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

5. ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0

SHARED VOTING POWER

8.

OWNED BY EACH REPORTING PERSON WITH

0

SOLE DISPOSITIVE POWER

9.

0

SHARED DISPOSITIVE POWER

10.

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

0

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

0.0%

TYPE OF REPORTING PERSON\*

14.

PN

\* See Instructions



Cusip No. 93148P102 Page 8 of 54 Pages

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities Fund (B) LP

(a)

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

(b) - Joint Filing

3 SEC USE ONLY

SOURCES OF FUNDS\*

4. OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

5. ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF SHARES

0

SHARED VOTING POWER

BENEFICIALLY 8.

OWNED BY EACH

0

SOLE DISPOSITIVE POWER

REPORTING 9.

PERSON

0

WITH SHARED DISPOSITIVE POWER

10.

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

0

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

0.0%

TYPE OF REPORTING PERSON\*

14.

PN

\* See Instructions

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NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities Fund (C) L.P.

(a)

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

(b) - Joint Filing

3 SEC USE ONLY

SOURCES OF FUNDS\*

4. OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

5. ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Cayman Islands

SOLE VOTING POWER

7.

NUMBER OF 0

SHARES SHARED VOTING POWER

BENEFICIALLY 8.

OWNED BY 0

EACH SOLE DISPOSITIVE POWER

REPORTING 9.

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

0

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

0.0%

TYPE OF REPORTING PERSON\*

14.

PN

\* See Instructions

Cusip No. 93148P102 Page 10 of 54 Pages

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities Fund II (B) LP

(a)

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

(b) - Joint Filing

3 SEC USE ONLY

&#1