#### WMI HOLDINGS CORP.

Form 4

February 12, 2014

### FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

burden hours per response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Glossman Diane Beth	2. Issuer Name <b>and</b> Ticker or Trading Symbol WMI HOLDINGS CORP. [WMIH]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)			
1201 THIRD AVENUE SUITE 300	(Month/Day/Year) 0 02/10/2014	_X_ Director 10% Owner Officer (give title below) Other (specify below)			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SEATTLE, WA 98101	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owner			

(City)	(State)	Table Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if		4. Securition(A) or Dis	sposed	of (D)	5. Amount of Securities	6. Ownership Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	and 5	i)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	02/10/2014		A <u>(1)</u>	50,000	A	\$ 2.53	313,193	D	

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

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SEC 1474

(9-02)

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

#### Edgar Filing: WMI HOLDINGS CORP. - Form 4

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transact	5.	6. Date Exerc Expiration D		7. Title and Amount of		
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month Day/ Teal)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/ re s l		Underlying Securities (Instr. 3 an	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	, i		Expiration Date	Title Amo or Nun of Shar	nber	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Glossman Diane Beth							
1201 THIRD AVENUE SUITE 3000	X						
SEATTLE, WA 98101							

### **Signatures**

Charles Edward Smith, Attorney in Fact 02/11/2014

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* 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).
- (1) The restricted stock award issued pursuant to the Company's 2012 Long-Term Incentive Plan vests over three years, one-third each year on February 10 of 2015, 2016 and 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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