

FLAGSTAR BANCORP INC  
Form S-8 POS  
October 11, 2017

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

POST-EFFECTIVE AMENDMENT NO. 1 TO  
REGISTRATION STATEMENT ON FORM S-8, NO. 333-198320

POST-EFFECTIVE AMENDMENT NO. 1 TO  
REGISTRATION STATEMENT ON FORM S-8, NO. 333-77501

POST-EFFECTIVE AMENDMENT NO. 1 TO  
REGISTRATION STATEMENT ON FORM S-8, NO. 333-26157

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

Michigan 38-3150651  
(State or Other Jurisdiction of (I.R.S. Employer  
Incorporation or Organization) Identification No.)  
5151 Corporate Drive, Troy, Michigan 48089-2639  
(Address of principal executive offices) (Zip Code)

Flagstar Bank 401(k) Plan  
(Full title of the plan)

Alessandro P. DiNello  
President and Chief Executive Officer  
Flagstar Bancorp, Inc.  
5151 Corporate Drive  
Troy, Michigan 48098  
(Name and address of agent for service)

(248) 312-2000  
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if smaller reporting company) Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B)

of the Securities Act.

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EXPLANATORY NOTE AND  
DEREGISTRATION OF UNSOLD SECURITIES

These Post-Effective Amendments (the “Post-Effective Amendments”) are being filed by Flagstar Bancorp, Inc. (the “Registrant”) to deregister all unsold securities reserved for issuance and registered for sale under the Flagstar Bank 401(k) Plan (the “Plan”) pursuant to the following registration statements on Form S-8 (collectively, the “Registration Statements”):

Registration Statement No. 333-198320, filed August 22, 2014;  
Registration Statement No. 333-77501, filed April 30, 1999; and  
Registration Statement No. 333-26157, filed April 30, 1997.

The Registrant no longer offers the Registrant’s common stock for purchase under the Plan. Accordingly, the Registrant hereby terminates the effectiveness of the Registration Statements and removes from registration any remaining shares of the Registrant’s common stock and all plan interests that were registered for issuance under the Plan pursuant to the Registration Statements and that remain unsold as of the date hereof.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on this 11th day of October, 2017.

FLAGSTAR BANCORP, INC.

By: /s/ James K. Cirolì

James K. Cirolì, Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

No other person is required to sign these Post-Effective Amendments in reliance upon Rule 478 under the Securities Act of 1933, as amended.

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