

WMI HOLDINGS CORP.  
Form 8-K  
September 27, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): September 24, 2012**

**WMI Holdings Corp.**

(Exact Name of Registrant as Specified in Its Charter)

**Washington**  
(State or Other Jurisdiction  
  
of Incorporation)

**001-14667**  
(Commission  
  
File Number)

**91-1653725**  
(IRS Employer  
  
Identification No.)

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**1201 THIRD AVENUE, SUITE 3000**

**SEATTLE, WASHINGTON**  
(Address of Principal Executive Offices)

**(206) 432-8887**

**98101**  
(Zip Code)

**(Registrant's Telephone Number, Including Area Code)**

**Washington Mutual, Inc.**

**(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 1.01. Entry into a Material Definitive Agreement**

*Transition Services Agreement*

On September 24, 2012, WMI Holdings Corp. and WMI Liquidating Trust (the "Trust") entered into Amendment No. 1 to Transition Services Agreement (the "Amendment") that amended and restated certain provisions of the Transition Services Agreement originally entered into on March 23, 2012 (the "TSA"). Pursuant to the Amendment, the term of the TSA was extended through March 31, 2013 and automatically renews for successive additional three-month terms unless earlier terminated by either party upon at least 30 days written notice prior to the expiration of the term. The Amendment also deletes in its entirety the first bullet under the General Services section of Schedule B to the TSA. As a result of this deletion, WMI no longer is required to provide access to the WMI benefits (Employee Plans) contract for Trust employees. A copy of the Amendment is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

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

(d) Exhibits:

10.1 Amendment No. 1 to Transition Services Agreement.

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.

WMI HOLDINGS CORP.

(Registrant)

Date: September 26, 2012

By: /s/ Charles Edward Smith  
Name: Charles Edward Smith  
Title: Interim Chief Executive Officer

EXHIBIT INDEX

10.1 Amendment No. 1 to Transition Services Agreement.

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