

Nationstar Mortgage Holdings Inc.  
Form 8-A12B  
March 07, 2012

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) or (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Nationstar Mortgage Holdings Inc.  
(Exact name of registrant as specified in its charter)**

**Delaware**

**45-2156869**

**(State of Incorporation or Organization)**

**(I.R.S. Employer Identification Number)**

**350 Highland Drive  
Lewisville, Texas**

**75067**

**(Address of principal executive offices)**

**(Zip Code)**

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class  
to be so registered**

**Name of each exchange on which  
each class is to be registered**

Common Stock, par value \$0.01 per share

The New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-174246

Securities to be registered pursuant to Section 12(g) of the Act: None

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

### Item 1. Description of Registrant's Securities to be Registered

The description of the common stock, par value \$0.01 per share (the Common Stock ), of Nationstar Mortgage Holdings Inc. (the Company ) as included under the caption Description of Capital Stock in the Prospectus forming a part of the Registration Statement on Form S-1, as originally filed with the Securities and Exchange Commission (the Commission ) on May 16, 2011 (Registration No. 333-174246), including exhibits, and as may be subsequently amended from time to time (the Registration Statement ), is hereby incorporated by reference. In addition, the above-referenced description included in any Prospectus relating to the Registration Statement filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated by reference herein. Capitalized terms used herein and not otherwise defined shall have the meanings assigned to them in the Registration Statement.

### Item 2. Exhibits

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on the New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act.

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**Signature**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: March 7, 2012

NATIONSTAR MORTGAGE HOLDINGS  
INC.

By: /s/ Jay Bray  
Jay Bray  
Chief Executive Officer and Director