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

SCHEDULE TO

**Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 4)**

HOME POINT CAPITAL INC.
(Name of Subject Company)

HEISMAN MERGER SUB, INC.
(Offeror)

MR. COOPER GROUP INC.
(Parent of Offeror)
(Names of Filing Persons)

Common stock, par value \$0.000000072 per share
(Title of Class of Securities)

43734L 106
(CUSIP Number of Class of Securities)

Carlos M. Pelayo, Esq.
Mr. Cooper Group Inc.
Executive Vice President and Chief Legal Officer
8950 Cypress Waters Blvd
Coppell, TX 75019
(469) 549-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

With a copy to:

David E. Shapiro, Esq.
Mark F. Veblen, Esq.
Jenna E. Levine, Esq.
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019
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- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A
Form or Registration No.: N/A

Filing Party: N/A
Date Filed: N/A

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 4 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO (as amended and together with any subsequent amendments and supplements thereto, the “Schedule TO”), filed with the U.S. Securities and Exchange Commission on May 26, 2023, by Heisman Merger Sub, Inc. (“Purchaser”), a Delaware corporation and a wholly owned subsidiary of Mr. Cooper Group Inc., a Delaware corporation (“Mr. Cooper”), and Mr. Cooper. The Schedule TO relates to the tender offer by Purchaser for all of the outstanding shares of common stock, par value \$0.0000000072 per share (“Shares”), of Home Point Capital Inc., a Delaware corporation, for \$2.33 per Share, net to the seller in cash, without interest thereon and subject to any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated May 26, 2023 (as it may be amended or supplemented from time to time, the “Offer to Purchase”), and in the related Letter of Transmittal (as it may be amended or supplemented from time to time, the “Letter of Transmittal” and together with the Offer to Purchase, the “Offer”), copies of which are attached to the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

Except to the extent specifically provided in this Amendment, the information set forth in the Schedule TO remains unchanged. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO.

Items 1 through 9 and Item 11.

Items 1 through 9 and 11 of the Schedule TO, to the extent such Items 1 through 9 and Item 11 incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented as follows:

“At 5:00 p.m. Eastern Time on July 31, 2023, the Offer expired. Purchaser was advised by Equiniti Trust Company, in its capacity as depository for the Offer, that, as of the expiration of the Offer, a total of 136,532,192 Shares were validly tendered and not validly withdrawn in accordance with the terms of the Offer, representing approximately 98.5% of the Shares outstanding as of the expiration of the Offer.

As of the expiration of the Offer, the number of Shares validly tendered and not validly withdrawn pursuant to the Offer satisfied the Minimum Condition, as defined in the Offer to Purchase, and all other conditions to the Offer were satisfied or waived. Purchaser has accepted for payment all of the Shares validly tendered and not validly withdrawn pursuant to the Offer.

Following the acceptance of the Shares validly tendered pursuant to the Offer, Mr. Cooper completed its acquisition of Home Point pursuant to the terms of the Merger Agreement by consummating the Merger without the affirmative vote of Home Point’s stockholders, pursuant to Section 251(h) of the DGCL. At the Effective Time, Purchaser was merged with and into Home Point, the separate existence of Purchaser ceased, and Home Point continued as the Surviving Corporation and a wholly owned subsidiary of Mr. Cooper. Each Share outstanding immediately prior to the Effective Time (other than any Shares held by Home Point, Mr. Cooper or any of their respective direct or indirect wholly owned subsidiaries or by any person who is entitled to, and has properly exercised and perfected their demand for, statutory appraisal of his or her Shares) was canceled and converted into the right to receive \$2.33, net to the seller in cash, without interest, subject to any required withholding taxes.

As a result of the Merger, the Shares will be delisted and will cease to trade on the Nasdaq Global Select Market. Mr. Cooper intends to take steps to cause the termination of the registration of the Shares under the Exchange Act and to suspend all of Home Point’s reporting obligations under the Exchange Act as promptly as practicable.

On August 1, 2023, Mr. Cooper issued a press release announcing the expiration and results of the Offer. The full text of the press release is attached as Exhibit (a)(1)(J) hereto and is incorporated herein by reference.”

Item 1. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(J)	Press Release issued by Mr. Cooper Group Inc. on August 1, 2023.

SIGNATURES

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 1, 2023

HEISMAN MERGER SUB, INC.

By: /s/ Kurt Johnson

Name: Kurt Johnson

Title: President and Treasurer

MR. COOPER GROUP INC.

By: /s/ Kurt Johnson

Name: Kurt Johnson

Title: Executive Vice President,
Chief Financial Officer



FOR IMMEDIATE RELEASE

Mr. Cooper Completes Acquisition of Home Point

DALLAS, TX (August 1, 2023) – Mr. Cooper Group Inc. (“Mr. Cooper”) announced today that it has successfully acquired Home Point Capital Inc. (“Home Point”).

Mr. Cooper Chairman and CEO Jay Bray commented, “This acquisition adds scale to our platform, bringing us closer to our \$1 trillion strategic target, while enhancing returns due to attractive yields and positive operating leverage.”

Vice Chairman and President Chris Marshall added, “The transaction includes the assumption of \$500 million in bonds with an attractive rate, and as a result, we do not expect the acquisition to have a material impact on the company’s liquidity, which remains at robust and near-record levels.”

The tender offer by Mr. Cooper for all of the outstanding shares of Home Point expired at 5:00 p.m. Eastern Time, on July 31, 2023. Equiniti Trust Company, the depository and paying agent for the tender offer, advised Mr. Cooper that as of the tender offer expiration, a total of 136,532,192 shares of Home Point were tendered and not validly withdrawn, representing approximately 98.5% of the shares outstanding. All of the conditions of the offer have been satisfied, and Mr. Cooper has accepted for payment for \$2.33 per share, net to the seller in cash, without interest, all shares that were validly tendered and not validly withdrawn and will promptly pay for all such shares. Following its acceptance of the tendered shares, Mr. Cooper completed its acquisition of Home Point through a merger of Heisman Merger Sub, Inc. with and into Home Point. As a result of the merger, Home Point became a wholly owned subsidiary of Mr. Cooper. In connection with the merger, all shares of Home Point not validly tendered (other than any shares held by Home Point, Mr. Cooper or any of their respective direct or indirect wholly owned subsidiaries or by any person who is entitled to, and has properly exercised and perfected their demand for, statutory appraisal of his or her shares) have been canceled and converted into the right to receive the same \$2.33, net to the seller in cash, without interest, as will be paid for all Home Point shares that were validly tendered and not validly withdrawn. As a result of the transaction, Home Point shares will be delisted and will cease to trade on the Nasdaq Global Select Market.

Wachtell, Lipton, Rosen & Katz acted as legal advisor to Mr. Cooper and Simpson Thacher & Bartlett LLP acted as financing counsel to Mr. Cooper. Kirkland & Ellis acted as legal advisor to Home Point and Houlihan Lokey acted as financial advisor to Home Point.

Cautions Regarding Forward Looking Statements

Certain statements contained in this press release are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act. Such forward-looking statements are often identified by words such as “anticipate,” “approximate,” “believe,” “commit,” “continue,” “could,” “estimate,” “expect,” “hope,” “intend,” “may,” “outlook,” “plan,” “project,” “potential,” “should,” “would,” “will” and other similar words or expressions. Risks that may cause these forward-looking statements to be inaccurate include, without limitation: the possibility that Mr. Cooper may not fully realize the projected benefits of the acquisition of Home Point discussed in the press release (the “acquisition”); the possibility that Mr. Cooper and Home Point will not be integrated successfully; business disruption following the acquisition; the risk that the acquisition will have an adverse effect on the ability of Mr. Cooper to retain customers and retain and hire key personnel and maintain relationships with customers, suppliers, employees, or stockholders; the risk of unknown liabilities; the risk of unanticipated expenses; the risk of litigation and/or regulatory actions related to the acquisition; the risk that Mr. Cooper does not meet any of its financial projections or guidance; and the risk

that any of the foregoing impacts Mr. Cooper's business, prospects, operating results, and financial condition. In addition, actual results are subject to other risks and uncertainties that relate more broadly to Mr. Cooper's overall business, including those more fully described in Mr. Cooper's filings with the SEC, including its annual report on Form 10-K for the fiscal year ended December 31, 2022 and subsequent quarterly reports on Form 10-Q. The forward-looking statements in this press release speak only as of this date. Mr. Cooper undertakes no obligation to revise or update publicly any forward-looking statement, except as required by law.

About Mr. Cooper Group

Mr. Cooper Group Inc. (NASDAQ: COOP) provides customer-centric servicing, origination and transaction-based services related principally to single-family residences throughout the United States with operations under its primary brands: Mr. Cooper® and Xome®. Mr. Cooper is one of the largest home loan servicers in the country focused on delivering a variety of servicing and lending products, services and technologies.

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