

WMI HOLDINGS CORP.  
Form 8-K/A  
April 24, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K/A**

AMENDMENT NO. 1

**CURRENT REPORT**

PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): April 20, 2012

**WMI Holdings Corp.**

(Exact Name of Registrant as Specified in Its Charter)

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(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**1201 THIRD AVENUE, SUITE 3000**

**SEATTLE, WASHINGTON 98101**  
(Address of Principal Executive Offices, Including Zip Code)  
**(206) 432-8887**

(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))

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**Section 4 Matters Related to Accountants and Financial Statements**

**Item 4.01 Changes in Registrant's Certifying Accountant.**

(a) Dismissal of Independent Registered Public Accounting Firm

As previously disclosed by WMI Holdings Corp. (the Company) on its Form 8-K filed April 16, 2012, the Audit Committee (the Audit Committee) of the Board of Directors of the Company on April 10, 2012 approved the dismissal of Deloitte & Touche LLP (Deloitte) as the Company's independent registered public accounting firm, effective immediately.

This Form 8-K/A amends the Form 8-K filed by the Company on April 16, 2012 to confirm that Deloitte has acknowledged that the client-auditor relationship has ceased and to file Deloitte's letter addressed to the Securities and Exchange Commission.

On April 12, 2012, the Company provided Deloitte with a copy of the disclosures it is making in response to Item 304(a) of Regulation S-K in this Form 8-K and requested that Deloitte provide the Company with a letter addressed to the Securities and Exchange Commission stating whether or not Deloitte agrees with the disclosures. A copy of such letter, dated April 20, 2012 is attached as Exhibit 16.1.

*Cautionary Statement Regarding Forward-Looking Statements*

This Form 8-K and the exhibits contain certain statements that may be deemed to be forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are based on the Company's current plans, expectations, estimates and management's beliefs about the Company's future performance. Words such as anticipates, expects, intends, plans, believes, estimates or variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and are subject to risks and uncertainties that are difficult to predict and which may cause the Company's actual results and performance to differ materially from those expressed or forecasted in any such forward-looking statements. These risks include, among other factors, changes in business, economic and market conditions, changes in government regulation, and changes in the competitive environment in which the Company operates. Some of the specific risks that are associated with the Company include, but are not limited to, the following: (i) the Company does not currently intend to have any of its securities listed on an exchange or a national market and, therefore, its common stock may have less liquidity than exchange-traded securities; (ii) transfers of the common stock of the Company are and will continue to be subject to certain transfer restrictions as set forth in the Articles and Bylaws; (iii) there is no guarantee that the Company will be able to successfully utilize the net operating losses that will be retained by the Company; and (iv) the Company may need to seek regulatory approval from the Hawaii State Insurance Commissioner from time to time with respect to certain aspects of WM Mortgage Reinsurance Company, Inc.'s operations. Unless required by law, the Company undertakes no obligation to update publicly any forward-looking statements. However, readers should carefully review the statements set forth in the reports, which the Company has filed or will file from time to time with the Securities and Exchange Commission.

**Section 9 Financial Statements and Exhibits**

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

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits:

16.1 Letter from Deloitte & Touche LLP to Securities and Exchange Commission, dated April 20, 2012.



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: April 24, 2012

By: /s/ Charles Edward Smith

Name: Charles Edward Smith

Title: Interim Chief Executive Officer

EXHIBIT INDEX

16.1 Letter from Deloitte & Touche LLP to Securities and Exchange Commission, dated April 20, 2012.

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