

Walker & Dunlop, Inc.
Form SC 13D/A
December 31, 2012

Cusip No. 93148P102

Page 1 of 55 Pages

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

SCHEDULE 13D

(Amendment No. 2)
Under the Securities Exchange Act of 1934

WALKER & DUNLOP, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

93148P102

(CUSIP Number)

Fortress Investment Group LLC
1345 Avenue of the Americas, 46th Floor
New York, NY 10105
Attention: Michael J. Cohn
Tel: 212-798-6100
Fax: 212-798-6075

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
Copy to:

Sidley Austin LLP
787 Seventh Avenue
New York, NY 10019
Attention: Matthew J. Rizzo, Esq.
Tel: (212) 839-5300
Fax: (212) 839-5599

December 21, 2012

(Date of Event which Requires Filing of this Statement)

Edgar Filing: Walker & Dunlop, Inc. - Form SC 13D/A

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box o.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule §240.13d-7 for other parties to whom copies are to be sent.

(*) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Cusip No. 93148P102

Page 2 of 55 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities Fund (A) LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b) - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON*

PN

*See Instructions

(1)See item (5).

Cusip No. 93148P102

Page 3 of 55 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities Fund II (A) LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)

(b) - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON*

PN

*See Instructions

(1)See item (5).

Cusip No. 93148P102

Page 4 of 55 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities Fund II (E) LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)

(b) - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON*

PN

*See Instructions

(1)See item (5).

Cusip No. 93148P102

Page 5 of 55 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

FCO MA II LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)

(b) - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON*

PN

*See Instructions

(1)See item (5).

Cusip No. 93148P102

Page 6 of 55 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

FCO MA LSS LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)

(b) - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS*

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	16,056,170 (1)
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON	10.	SHARED DISPOSITIVE	11,647,255 (1)
WITH		POWER	

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,056,170

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

46.4% (based upon 34,618,820 Shares as reported by the Company in its Form 10-Q for the quarterly period ended September 30, 2012)

14. TYPE OF REPORTING PERSON*

PN

*See Instructions

(1)See item (5).

Cusip No. 93148P102

Page 7 of 55 Pages

- 1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities Fund (B) LP
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b) - Joint Filing
- 3 SEC USE ONLY
4. SOURCES OF FUNDS*

OO
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)