

FLAGSTAR BANCORP INC  
Form 8-K  
October 27, 2011

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

Washington, D.C. 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): October 25, 2011

**Flagstar Bancorp, Inc.**

(Exact name of registrant as specified in its charter)

Michigan  
(State or other jurisdiction  
of incorporation)

1-16577  
(Commission  
File Number)

38-3150651  
(I.R.S. Employer  
Identification No.)

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**5151 Corporate Drive, Troy, Michigan**  
(Address of principal executive offices)

**48098**  
(Zip Code)

**(248) 312-2000**

**(Registrant's telephone number, including area code)**

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 2.02 Results of Operations and Financial Condition**

On October 25, 2011, the Company issued a press release regarding its results of operations and financial condition for the three months ended September 30, 2011. The text of the press release is included as Exhibit 99.1 to this report. The Company will include final financial statements and additional analyses for the three and nine months ended September 30, 2011 as part of its Quarterly Report on Form 10-Q covering that period.

The information in this Item 2.02, including the exhibit attached hereto, is furnished pursuant to Item 2.02 and shall not be deemed filed for any other purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that Section. The information in this Item 2.02 of this Current Report on Form 8-K shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended (the Securities Act), or the Exchange Act regardless of any general incorporation language in such filing.

**Item 7.01 Regulation FD Disclosure**

On October 26, 2011, the Company held a quarterly conference call to review third quarter 2011 earnings and furnished a slide presentation to accompany the call. A copy of the slide presentation used by the Company on the conference call is furnished as Exhibit 99.2 to this Current Report on Form 8-K and incorporated by reference herein.

The information in this Item 7.01, including the exhibit attached hereto, is furnished pursuant to Item 7.01 and shall not be deemed filed for any other purpose, including for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that Section. The information in this Item 7.01 of this Current Report on Form 8-K shall not be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act regardless of any general incorporation language in such filing.

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Forward-looking statements, by their nature, involve estimates, projections, goals, forecasts, assumptions, risks and uncertainties that are difficult to predict and could cause actual results or outcomes to differ materially from those expressed in a forward-looking statement. Forward-looking statements contained in this Current Report on Form 8-K and any information related to expectations about future events or results are based upon information available to the Company as of the date hereof. Forward-looking statements can be identified by such words as anticipates, intends, plans, seeks, believes, expects, estimates, and similar references to periods. Examples of forward-looking statements include, but are not limited to, statements made regarding the Company's current expectations, plans or forecasts of its core business drivers, credit related costs, asset quality, capital adequacy and liquidity, the implementation of the Company's business plan and growth strategies, the impact, timing and likelihood of consummation of the Company's sale of its Georgia and Indiana retail bank franchises, the result of improvements to the Company's servicing processes, and other similar matters. There is a risk that, because of business, economic or market conditions or for any other reasons within or outside of the Company's discretion, the Company's sale of its Georgia and Indiana retail bank franchises may not have the projected impact or be consummated in a timely manner or at all. For a further discussion of the factors that may cause actual results to differ materially from current expectations, please review the Company's filings with the Securities and Exchange Commission (SEC), including but not limited to, the Company's Forms 10-K and 10-Q. Except to the extent required under the federal securities laws and the rules and regulations promulgated by the SEC, the Company undertakes no obligation to update any such statement to reflect events or circumstances after the date on which it is made.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

99.1 Press release of Flagstar Bancorp, Inc. dated October 25, 2011

99.2 Flagstar Bancorp, Inc. Conference Call Presentation Slides Third Quarter 2011 Financial Results

**SIGNATURE**

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.

FLAGSTAR BANCORP, INC.

Dated: October 26, 2011

By: */s/* PAUL D. BORJA  
**Paul D. Borja**  
**Executive Vice-President and Chief Financial Officer**

**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Press release of Flagstar Bancorp, Inc. dated October 25, 2011                                  |
| 99.2               | Flagstar Bancorp, Inc. Conference Call Presentation Slides Third Quarter 2011 Financial Results |