

FEDERAL NATIONAL MORTGAGE ASSOCIATION FANNIE MAE  
Form 8-K  
November 28, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): November 21, 2016

Federal National Mortgage Association  
(Exact name of registrant as specified in its charter)

Federally chartered corporation 000-50231 52-0883107  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation) File Number) Identification Number)

3900  
Wisconsin  
Avenue  
NW 20016  
Washington,  
DC  
(Address  
of  
principal  
executive  
offices)

Registrant's telephone number, including area code: 202-752-7000  
(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 (see General Instruction A.2. below):

- 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 21, 2016, George W. Haywood was elected to the Board of Directors of Fannie Mae (formally, the Federal National Mortgage Association) and was appointed to the Compensation Committee and the Strategic Initiatives and Technology Committee of the Board.

Mr. Haywood, age 64, has been a self-employed private investor since 1998. Prior to being self-employed, from 1994 to 1998, Mr. Haywood was the Director of Corporate and High Yield Bond Investments for Moore Capital Management, a hedge fund management firm. Prior to joining Moore Capital Management, from 1982 to 1994, Mr. Haywood worked at Lehman Brothers, initially as a corporate bond trader, then as a Managing Director, head of corporate bond trading, and then as Managing Director and proprietary trader. Mr. Haywood has significant experience as a financial entrepreneur. Mr. Haywood is currently a member of the Board of Directors of Denny's Corporation, where he serves as a member of the Audit and Finance Committee. Mr. Haywood was previously a member of the Board of Directors of XM Satellite Radio Holdings Inc. from 2004 to 2006, where he served as a member of the Finance Committee.

Mr. Haywood will be paid compensation as a director as described in the Current Report on Form 8-K filed with the Securities and Exchange Commission (the "Commission") on December 24, 2008, which description is incorporated herein by reference. Fannie Mae is entering into an indemnification agreement with Mr. Haywood, the form of which was filed as Exhibit 10.15 to Fannie Mae's Annual Report on Form 10-K for the year ended December 31, 2008, filed with the Commission on February 26, 2009.

Based on its review of the relevant facts and circumstances, Fannie Mae's Board determined that Mr. Haywood will serve as an independent director.

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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.

FEDERAL NATIONAL MORTGAGE ASSOCIATION

By /s/ Timothy J. Mayopoulos  
Timothy J. Mayopoulos  
President and Chief Executive Officer  
Date: November 28, 2016