

FLAGSTAR BANCORP INC  
Form 8-K  
October 24, 2012

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 23, 2012

(Exact name of registrant as specified in its charter)

|   |  |   |
|---|--|---|
| Michigan<br>(State or other jurisdiction of<br>incorporation) | 1-16577<br>(Commission File<br>Number) | 38-3150651<br>(I.R.S. Employer<br>Identification No.) |
|---|--|---|

5151 Corporate Drive, Troy, Michigan 48098  
(Address of principal executive offices) (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 23, 2012, the Company issued a press release regarding its results of operations and financial condition for the three and nine months ended September 30, 2012. The text of the press release is included as Exhibit 99.1 to this report. The Company will include final financial statements and additional analysis for the three and nine months ended September 30, 2012 as part of its Quarterly Report on Form 10-Q.

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 23, 2012, the Company held a quarterly conference call to review third quarter 2012 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.

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Item 9.01 Financial Statements and Exhibits

Exhibits.

99.1 Press release of Flagstar Bancorp, Inc. dated October 23, 2012

99.2 Flagstar Bancorp, Inc. Conference Call Presentation Slides - Third Quarter 2012 Financial Results

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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 24, 2012

By:

/s/ Paul D. Borja

Paul D. Borja

Executive Vice-President and Chief Financial  
Officer

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Exhibit Index

Exhibit No. Description

- |      |   |
|------|---|
| 99.1 | Press release of Flagstar Bancorp, Inc. dated October 23, 2012                                    |
| 99.2 | Flagstar Bancorp, Inc. Conference Call Presentation Slides - Third Quarter 2012 Financial Results |