

**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): January 10, 2025 (January 9, 2025)

Mr. Cooper Group Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-14667
(Commission
File Number)

91-1653725
(I.R.S. Employer
Identification No.)

8950 Cypress Waters Blvd.
Coppell, TX 75019
(Address of Principal Executive Offices, and Zip Code)

(469) 549-2000
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 (see General Instruction A.2. below):

- Written communication 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	COOP	The Nasdaq Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On January 9, 2025, Mike Rawls, EVP & Chief Executive Officer of Xome, notified Mr. Cooper Group Inc. (the “Company”) of his intention to retire from his position at the Company effective June 30, 2025.

The Company also announced that effective immediately, Chris Marshall, former Vice Chairman and President of the Company, will join Xome to lead its operations in a consulting role. Mr. Marshall will work with Mr. Rawls over the coming months to ensure a smooth transition.

Mr. Marshall’s initial compensation for his consulting services shall be consistent with the previously disclosed terms of the consulting agreement attached to the Employment and Transition Agreement, dated October 24, 2023, between the Company and Mr. Marshall that was filed as Exhibit 10.2 to the Company’s Form 10-Q for the quarterly period ended September 30, 2023. A description of the material terms of the consulting agreement is also set forth in the Company’s Form 10-Q for the quarterly period ended September 30, 2023. The Company and Mr. Marshall intend to negotiate additional terms to his consulting arrangement in consideration of Mr. Marshall’s additional responsibilities leading Xome.

Item 7.01 Regulation FD Disclosure.

In connection with the leadership transition at Xome, the Company issued a press release on January 9, 2025, a copy of which is attached as Exhibit 99.1 and is incorporated by reference in this Item 7.01.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in this Item 7.01 shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

[99.1 Press release of Mr. Cooper Group Inc., dated January 9, 2025](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Date: January 10, 2025

Mr. Cooper Group Inc.

By: /s/ Kurt G. Johnson
Kurt G. Johnson
EVP & Chief Financial Officer

Mr. Cooper Group Announces Leadership Transition at Xome

Dallas, Texas – (January 9, 2025) – Mr. Cooper Group Inc. (NASDAQ: COOP) announced today that Mike Rawls, Chief Executive Officer of Xome®, plans to retire effective June 30, 2025, and Chris Marshall, former Vice Chairman and President at Mr. Cooper, will join Xome to lead its operations. Rawls and Marshall will work together over the coming months to ensure a smooth transition.

“Since taking on the role of CEO in 2020, Mike has skillfully led Xome to become the powerhouse real estate marketplace it is today, with tremendous opportunity for growth as we move into 2025. We are sincerely grateful for Mike’s thoughtful leadership and innovative spirit over his 25 years with the Mr. Cooper Group team, and we wish him all the best,” said Jay Bray, Chairman and CEO of Mr. Cooper Group.

As Marshall steps in to lead Xome, he brings with him decades of experience in financial services, mortgage operations and technology, most recently serving as Vice Chairman and President of Mr. Cooper. He will work closely with Xome’s leadership team to prioritize market share growth and accelerate new revenue opportunities.

“With Mike’s upcoming retirement, we are pleased to have Chris Marshall step in to lead Xome as we position the company for continued success. Chris is an industry expert when it comes to driving revenue growth and building partnerships. In his time at Mr. Cooper, our team realized exponential growth and greater financial strength, and I am confident that Xome will unlock new avenues for growth and bolster its market position under Chris’ leadership,” said Bray.

“The Xome team has built an innovative, state-of-the-art real estate platform and fostered strong relationships with leading industry players, and I am looking forward to helping the team sustain this momentum as Xome continues to elevate its market position,” said Marshall.

In addition to his new role with Xome, Marshall will continue in his role as Chairman for Sagent.

About Mr. Cooper Group

Mr. Cooper Group Inc. (NASDAQ: COOP) provides customer-centric servicing, origination and transaction-based services related principally to single-family residences throughout the United States with operations under its primary brands: Mr. Cooper®, Xome® and Rushmore Servicing®. Mr. Cooper is the largest home loan servicer in the country focused on delivering a variety of servicing and lending products, services and technologies. For more information, visit www.mrcoopergroup.com.

Forward Looking Statements

Any statements in this release that are not historical or current facts are forward looking statements. Forward looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance, or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Certain of these risks and uncertainties are described in the “Risk Factors” section of Mr. Cooper Group’s most recent annual reports and other required documents as filed with the SEC which are available at the SEC’s website at <http://www.sec.gov>. Mr. Cooper undertakes no obligation to publicly update or revise any forward-looking statement contained herein, and the statements made in this press release are current as of the date of this release only.

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