

FLAGSTAR BANCORP INC

Form 8-K

November 30, 2007

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**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): November 29, 2007  
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.)

**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))
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Third Amended and Restated Bylaws of the Company

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On November 29, 2007, the Board of Directors of Flagstar Bancorp, Inc. (the Company ) adopted amendments (the Bylaw Amendments ), effective immediately, to certain provisions of Article VII of the Company s Second Amended and Restated Bylaws. The purpose of the Bylaw Amendments was to make the Company s common stock eligible for participation in a Direct Registration System operated by a clearing agency (such as the one offered by the Depository Trust Company). The Direct Registration System allows shareholders to have securities registered in their names without the issuance of physical certificates and allows investors to electronically transfer securities to brokers. The Board of Directors also approved the Company s Third Amended and Restated Bylaws incorporating the Bylaw Amendments, which are attached hereto as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(c) The following exhibits are being furnished herewith:

Exhibit No.      Exhibit Description

3.1                      Third Amended and Restated Bylaws of the Company.

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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: November 30, 2007

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