

Walker & Dunlop, Inc.
Form SC 13D/A
November 28, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
(Amendment No. 4)
Under the Securities Exchange Act of 1934

WALKER & DUNLOP, INC.
(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

93148P102
(CUSIP Number)

Fortress Investment Group LLC
1345 Avenue of the Americas, 46th Floor
New York, NY 10105
Attention: Michael J. Cohn
Tel: 212-798-6100
Fax: 212-798-6075
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
Copy to:

Sidley Austin LLP
787 Seventh Avenue
New York, NY 10019
Attention: Istvan Hajdu
Tel: (212) 839-5300
Fax: (212) 839-5599

November 25, 2014
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule §240.13d-7 for other parties to whom copies are to be sent.

(*) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (the “Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Cusip No. 93148P102 Page 2 of Pages 56

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities Fund (A) LP

(a)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(b) - Joint Filing

3 SEC USE ONLY

SOURCES OF FUNDS*

4. OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

5. ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF SHARES

0

SHARED VOTING POWER

BENEFICIALLY OWNED BY

1,649,307

EACH REPORTING PERSON

9.

0

SOLE DISPOSITIVE POWER

WITH REPORTING PERSON

10.

1,649,307

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

1,649,307

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13. 5.0% (BASED UPON 32,987,696 SHARES OUTSTANDING AS REPORTED BY THE COMPANY IN A PROSPECTUS SUPPLEMENT ON FORM 424B7 FILED NOVEMBER 20, 2014)

TYPE OF REPORTING PERSON*

14.

PN

* See Instructions

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NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities Fund II (A) LP

(a)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(b) - Joint Filing

3 SEC USE ONLY

SOURCES OF FUNDS*

4.

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

5. ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF
SHARES

0

SHARED VOTING POWER

BENEFICIALLY 8.

OWNED BY 1,099,537

EACH SOLE DISPOSITIVE POWER

REPORTING 9.

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

1,099,537

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

1,099,537

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13. 3.3% (BASED UPON 32,987,696 SHARES OUTSTANDING AS REPORTED BY THE COMPANY IN A PROSPECTUS SUPPLEMENT ON FORM 424B7 FILED NOVEMBER 20, 2014)

TYPE OF REPORTING PERSON*

14.

PN

* See Instructions

Cusip No. 93148P102 Page 4 of Pages 56

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities Fund II (E) LP

(a)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(b) - Joint Filing

3 SEC USE ONLY

SOURCES OF FUNDS*

4.

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

5. ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF
SHARES

0

SHARED VOTING POWER

BENEFICIALLY 8.

OWNED BY 1,099,537

EACH SOLE DISPOSITIVE POWER

REPORTING 9.

PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

1,099,537

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

1,099,537

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13. 3.3% (BASED UPON 32,987,696 SHARES OUTSTANDING AS REPORTED BY THE COMPANY IN A PROSPECTUS SUPPLEMENT ON FORM 424B7 FILED NOVEMBER 20, 2014)

TYPE OF REPORTING PERSON*

14.

PN

* See Instructions

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

FCO MA II UB Securities LLC

(a)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(b) - Joint Filing

3 SEC USE ONLY

SOURCES OF FUNDS*

4. OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

5. ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF SHARES

0

SHARED VOTING POWER

BENEFICIALLY OWNED BY

549,769

EACH REPORTING PERSON

9.

0

SOLE DISPOSITIVE POWER

WITH

10.

549,769

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

549,769

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13. 1.7% (BASED UPON 32,987,696 SHARES OUTSTANDING AS REPORTED BY THE COMPANY IN A PROSPECTUS SUPPLEMENT ON FORM 424B7 FILED NOVEMBER 20, 2014)

TYPE OF REPORTING PERSON*

14.

OO

* See Instructions

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

FCO MA II LP

(a)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(b) - Joint Filing

3 SEC USE ONLY

SOURCES OF FUNDS*

4. OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

5. ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF SHARES

0

SHARED VOTING POWER

BENEFICIALLY 8.

OWNED BY EACH

549,769

SOLE DISPOSITIVE POWER

REPORTING PERSON 9.

0

WITH SHARED DISPOSITIVE POWER

10.

549,769

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

549,769

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13. 1.7% (BASED UPON 32,987,696 SHARES OUTSTANDING AS REPORTED BY THE COMPANY IN A PROSPECTUS SUPPLEMENT ON FORM 424B7 FILED NOVEMBER 20, 2014)

TYPE OF REPORTING PERSON*

14.

PN

* See Instructions

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NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

FCO MA LSS LP

(a)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(b) - Joint Filing

3 SEC USE ONLY

SOURCES OF FUNDS*

4. OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

5. ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF SHARES

0

SHARED VOTING POWER

BENEFICIALLY OWNED BY

137,443

EACH REPORTING PERSON

9.

0

SHARED DISPOSITIVE POWER

WITH

10.

137,443

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

137,443

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13. 0.4% (BASED UPON 32,987,696 SHARES OUTSTANDING AS REPORTED BY THE COMPANY IN A PROSPECTUS SUPPLEMENT ON FORM 424B7 FILED NOVEMBER 20, 2014)

TYPE OF REPORTING PERSON*

14.

PN

* See Instructions

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NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities Fund (B) LP

(a)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(b) - Joint Filing

3 SEC USE ONLY

SOURCES OF FUNDS*

4. OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

5. ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

SOLE VOTING POWER

7.

NUMBER OF SHARES

0

SHARED VOTING POWER

BENEFICIALLY 8.

OWNED BY EACH

1,649,307

SOLE DISPOSITIVE POWER

REPORTING PERSON 9.

0

WITH SHARED DISPOSITIVE POWER

10.

1,649,307

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11. 1,649,307

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13. 5.0% (BASED UPON 32,987,696 SHARES OUTSTANDING AS REPORTED BY THE COMPANY IN A PROSPECTUS SUPPLEMENT ON FORM 424B7 FILED NOVEMBER 20, 2014)

TYPE OF REPORTING PERSON*

14. PN

* See Instructions

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NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities Fund (C) L.P.

(a)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(b) - Joint Filing

3 SEC USE ONLY

SOURCES OF FUNDS*

4. OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

5. ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Cayman Islands

SOLE VOTING POWER

7.

NUMBER OF SHARES

0

SHARED VOTING POWER

BENEFICIALLY OWNED BY

1,649,307

EACH REPORTING PERSON

SOLE DISPOSITIVE POWER

9.

PERSON

0

WITH SHARED DISPOSITIVE POWER

10.

1,649,307

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

1,649,307

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13. 5.0% (BASED UPON 32,987,696 SHARES OUTSTANDING AS REPORTED BY THE COMPANY IN A PROSPECTUS SUPPLEMENT ON FORM 424B7 FILED NOVEMBER 20, 2014)

TYPE OF REPORTING PERSON*

14.

PN

* See Instructions

Cusip No. 93148P102 Page 10 of Pages 56

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities Fund II (B) LP

(a)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(b) - Joint Filing

3 SEC USE ONLY

4. SOURCES OF FUNDS*