
Section 1: 8-K (8-K)

**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): **February 28, 2017**

Walker & Dunlop, Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

001-35000
(Commission
File Number)

80-0629925
(IRS Employer
Identification No.)

**7501 Wisconsin Avenue
Suite 1200E
Bethesda, MD**
(Address of principal executive offices)

20814
(Zip Code)

Registrant's telephone number, including area code: **(301) 215-5500**

Not applicable

(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:

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

On February 28, 2017, at the recommendation of the Nominating and Corporate Governance Committee of the Board of Directors (the "Board") of Walker & Dunlop, Inc. (the "Company"), the Board increased its size from seven to eight directors and elected Michael Warren to the Board, to serve until the next annual meeting of stockholders of the Company and until his successor is duly elected and qualified. The Board also appointed Mr. Warren to the Nominating and Corporate Governance Committee of the Board.

Mr. Warren has been the Managing Partner of Albright Stonebridge Group ("ASG") since 2013 and was previously Partner at ASG since 2009. Prior to ASG, he served as the Chief Operating Officer and Chief Financial Officer of Stonebridge International from 2004 to 2009, where he managed operations, business development, finance, and personnel portfolios before leading the firm's merger with The Albright Group. Mr. Warren has served in various capacities in the Obama Administration, including as Senior Advisor, Treasury and Economic Agencies and as

Co-Lead, Treasury and Federal Reserve Agency Review Teams of the Obama-Biden Presidential Transition. He also serves as Chairman of the Board and Trustee of the District of Columbia Retirement Board, Chairman of the Audit Committee of the Overseas Private Investment Corporation, a member of the Board of Trustees and of the Risk and Audit Committees of Commonfund, and as a member of the Yale University Council and Yale School of Management Board of Advisors. He holds Bachelor of Arts degrees from Yale University and Balliol College, University of Oxford, where he was a Rhodes Scholar.

The Board has determined that Mr. Warren is an independent director under the New York Stock Exchange listing standards and the Company's Corporate Governance Guidelines.

In connection with his appointment, the Company entered into an indemnification agreement with Mr. Warren providing for the indemnification of and advancement of expenses to the maximum extent permitted by Maryland law for claims, suits or proceedings arising out of a director's service to the Company.

Mr. Warren will receive the same fees for his service as the Company's other independent directors, which fees were disclosed in the Company's proxy statement for its 2016 Annual Meeting of Stockholders. Annual cash compensation and restricted stock award will be pro-rated from the date of Mr. Warren's election to the Board.

Item 7.01. Regulation FD Disclosure.

A copy of the Company's March 1, 2017 press release announcing the appointment of Mr. Warren is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated March 1, 2017

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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.

WALKER & DUNLOP, INC.

Date: March 2, 2017

By: /s/ Richard M. Lucas
Name: Richard M. Lucas
Title: Executive Vice President, General Counsel & Secretary

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EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated March 1, 2017

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1

Walker & Dunlop Appoints Michael Warren to Board of Directors

Bethesda, Maryland — March 1, 2017 — Walker & Dunlop, Inc. (NYSE: WD) (the “Company”) announced today that Michael Warren has been appointed to the Company’s Board of Directors as an independent director. Mr. Warren’s election expands the Board to eight directors. Mr. Warren also has been appointed to the Nominating and Corporate Governance Committee of the Board.



Willy Walker, Chairman and Chief Executive Officer stated, “I am extremely pleased to have Michael Warren join Walker & Dunlop’s Board of Directors. Michael has achieved tremendous success in his career as a leader in the realms of financial services, corporate strategy, and government policy. His breadth of experience and strong strategic background will add a valuable perspective to our Board, and we look forward to all that he will contribute to Walker & Dunlop as a director.”

Mr. Warren is the Managing Principal and Chief Executive of Albright Stonebridge Group, a global strategic advisory and commercial diplomacy firm, where he is responsible for growth, management, and overall strategic direction. He is currently Trustee of the District of Columbia Retirement Board, DC’s public pension fund, and serves on the Board of Trustees of the Commonfund, an institutional investment firm. Mr. Warren is also the Chairman of the Audit Committee of the Board of Directors of the Overseas Private Investment Corporation (OPIC).

During the first term of the Obama administration, Mr. Warren held the role of Senior Advisor in the White House Presidential Personnel Office. He previously worked at McKinsey & Company as a strategic consultant in the technology and financial institutions sectors and a fellow of the McKinsey Global Institute. Mr. Warren served in the White House during the Clinton administration as Executive Director of the National Economic Council and in the Office of the Secretary for the U.S. Department of Labor.

Mr. Warren is a graduate of Yale University and Balliol College, University of Oxford, where he was a Rhodes Scholar. He currently serves on the Yale School of Management’s Board of Advisors and on the Yale President’s Council for International Activities.

About Walker & Dunlop

Walker & Dunlop (NYSE: WD), headquartered in Bethesda, Maryland, is one of the largest commercial real estate finance companies in the United States providing financing and investment sales to owners of multifamily and commercial properties. Walker & Dunlop, which is included in the S&P SmallCap 600 Index, has over 500 professionals in over 25 offices across the nation with an unyielding commitment to client satisfaction.

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