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

Tel: 212-798-6100 Fax: 212-798-6075

Attention: Michael J. Cohn

(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.

Edgar Filing: Walker & Dunlop, Inc. - Form SC 13D/A

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
```

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.}00

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 0

SHARES SHARED VOTING POWER

BENEFICIALLY 8.

OWNED BY 1,649,307

EACH SOLE DISPOSITIVE POWER

REPORTING 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

```
Cusip No. 93148P102 Page 3 of Pages 56
```

```
NAME OF REPORTING PERSON
```

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 SHARED VOTING POWER

BENEFICIALLY 8.

OWNED BY 1,099,537

EACH SOLE DISPOSITIVE POWER

REPORTING 9. PERSON

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.

^{*} See Instructions

```
Cusip No. 93148P102 Page 4 of Pages 56
```

```
NAME OF REPORTING PERSON
```

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.

00

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 SHARED VOTING POWER

BENEFICIALLY 8.

OWNED BY 1,099,537

EACH SOLE DISPOSITIVE POWER

REPORTING 9. PERSON

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.

^{*} See Instructions

```
Cusip No. 93148P102 Page 5 of Pages 56
 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*
<sup>4.</sup>00
 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
                0
SHARES
                SHARED VOTING POWER
BENEFICIALLY 8.
OWNED BY
                549,769
EACH
                SOLE DISPOSITIVE POWER
             9.
REPORTING
PERSON
WITH
                SHARED DISPOSITIVE POWER
             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.

00

Cusip No. 93148P102 Page 6 of Pages 56

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.}00

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 0

SHARES SHARED VOTING POWER

BENEFICIALLY 8.

OWNED BY 549,769

EACH SOLE DISPOSITIVE POWER

REPORTING 9. PERSON (

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

Cusip No. 93148P102 Page 7 of Pages 56 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.}00 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 0 **SHARES** SHARED VOTING POWER BENEFICIALLY 8. OWNED BY 137,443 **EACH** SOLE DISPOSITIVE POWER 9. REPORTING **PERSON** WITH SHARED DISPOSITIVE POWER 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

```
Cusip No. 93148P102 Page 8 of Pages 56
```

```
NAME OF REPORTING PERSON
_{\rm 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*
<sup>4.</sup>00
 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
                SHARED VOTING POWER
BENEFICIALLY 8.
OWNED BY
                1,649,307
                SOLE DISPOSITIVE POWER
EACH
REPORTING
             9.
PERSON
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.

^{*} See Instructions

```
Cusip No. 93148P102 Page 9 of Pages 56
```

```
NAME OF REPORTING PERSON
```

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.}00

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

0

SHARES SHARED VOTING POWER

BENEFICIALLY 8.

OWNED BY 1,649,307

EACH SOLE DISPOSITIVE POWER

REPORTING 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

```
Cusip No. 93148P102 Page 10 of Pages 56
```

14. PN

```
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
 SOURCES OF FUNDS*
<sup>4.</sup>00
 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
                0
SHARES
                SHARED VOTING POWER
BENEFICIALLY 8.
OWNED BY
                1,099,537
EACH
                SOLE DISPOSITIVE POWER
             9.
REPORTING
PERSON
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*
```

```
Cusip No. 93148P102 Page 11 of Pages 56
```

```
NAME OF REPORTING PERSON
```

Fortress Credit Opportunities Fund II (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.}00

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.

0

NUMBER OF

SHARES 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

```
Cusip No. 93148P102 Page 12 of Pages 56
```

```
NAME OF REPORTING PERSON
```

Fortress Credit Opportunities Fund II (D) 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.}00

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.

0

NUMBER OF

SHARES 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.

^{*} See Instructions

```
Cusip No. 93148P102 Page 13 of Pages 56
```

```
NAME OF REPORTING PERSON
```

FTS SIP 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. Jersey

SOLE VOTING POWER

7.

NUMBER OF 0

SHARES SHARED VOTING POWER

BENEFICIALLY 8.

OWNED BY 687,211

EACH SOLE DISPOSITIVE POWER

REPORTING 9. PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

687,211

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

687,211

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13. 2.1% (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.

^{*} See Instructions

```
Edgar Filing: Walker & Dunlop, Inc. - Form SC 13D/A
Cusip No. 93148P102 Page 14 of Pages 56
 NAME OF REPORTING PERSON
1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 FCO Fund GP LLC
                                                                                (a)
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
                                                                                (b) - Joint
                                                                                Filing
3 SEC USE ONLY
 SOURCES OF FUNDS*
<sup>4.</sup>00
 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
                0
SHARES
                SHARED VOTING POWER
BENEFICIALLY 8.
OWNED BY
                1,649,307 (1)
EACH
                SOLE DISPOSITIVE POWER
              9.
REPORTING
PERSON
WITH
                SHARED DISPOSITIVE POWER
              10.
                 1,649,307 (1)
  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11.
```

1,649,307 (1)

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.

OO

^{*} See Instructions

Edgar Filing: Walker & Dunlop, Inc. - Form SC 13D/A

(1) Solely in its capacity as general partner of Fortress Credit Opportunities Fund (A) LP, Fortress Credit Opportunities Fund (B) LP and Fortress Credit Opportunities Fund (C) L.P.

```
Cusip No. 93148P102 Page 15 of Pages 56
 NAME OF REPORTING PERSON
1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 FCO Fund II GP LLC
                                                                              (a)
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
                                                                              (b) - Joint
                                                                              Filing
3 SEC USE ONLY
 SOURCES OF FUNDS*
<sup>4.</sup>00
 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
                0
SHARES
                SHARED VOTING POWER
BENEFICIALLY 8.
OWNED BY
                1,099,537 (1)
EACH
                SOLE DISPOSITIVE POWER
             9.
REPORTING
PERSON
WITH
                SHARED DISPOSITIVE POWER
              10.
                1,099,537 (1)
  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11.
   1,099,537 (1)
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.

00

¹⁸

Edgar Filing: Walker & Dunlop, Inc. - Form SC 13D/A

(1) Solely in its capacity as general partner of Fortress Credit Opportunities Fund II (A) LP, Fortress Credit Opportunities Fund II (B) LP, Fortress Credit Opportunities Fund II (C) L.P., Fortress Credit Opportunities Fund II (D) L.P., and Fortress Credit Opportunities Fund II (E) LP.

```
Cusip No. 93148P102 Page 16 of Pages 56
```

```
NAME OF REPORTING PERSON
_{\rm 1} I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 FCO MA GP LLC
                                                                              (a)
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
                                                                              (b) - Joint
                                                                              Filing
3 SEC USE ONLY
 SOURCES OF FUNDS*
<sup>4.</sup>00
 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
                0
SHARES
                SHARED VOTING POWER
BENEFICIALLY 8.
OWNED BY
                687,211 (1)
EACH
                SOLE DISPOSITIVE POWER
              9.
REPORTING
PERSON
WITH
                SHARED DISPOSITIVE POWER
              10.
                687,211 (1)
  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11.
  687,211 (1)
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
^{13.} 2.1\% (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.
  00
```

⁽¹⁾ Solely in its capacity as general partner of FTS SIP L.P.

```
Cusip No. 93148P102 Page 17 of Pages 56
```

```
NAME OF REPORTING PERSON
```

FCO MA II GP LLC

(a)

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

(b) - Joint

Filing

3 SEC USE ONLY

SOURCES OF FUNDS*

^{4.}00

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.

0

NUMBER OF

SHARES SHARED VOTING POWER

BENEFICIALLY 8.

OWNED BY 549,769 (1)

EACH SOLE DISPOSITIVE POWER

REPORTING 9. PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

549,769 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

549,769 (1)

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.

00

* See Instructions

(1) Solely in its capacity as general partner of FCO MA II LP.

```
Cusip No. 93148P102 Page 18 of Pages 56
```

```
NAME OF REPORTING PERSON

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

FCO MA LSS GP LLC
```

(a)

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

(b) - Joint Filing

3 SEC USE ONLY

SOURCES OF FUNDS*

^{4.}00

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 0

SHARES SHARED VOTING POWER

BENEFICIALLY 8.

OWNED BY 137,443 (1)

EACH SOLE DISPOSITIVE POWER

REPORTING 9. PERSON 0

WITH SHARED DISPOSITIVE POWER

10.

137,443 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11. 137,443 (1)

 $_{12}$ 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.

00

(1) Solely in its capacity as general partner of FCO MA LSS LP.

^{*} See Instructions

Edgar Filing: Walker & Dunlop, Inc. - Form SC 13D/A

Cusip No. 93148P102 Page 19 of Pages 56

NAME OF REPORTING PERSON $_{1}$ I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fortress Credit Opportunities Advisors LLC

2.