

**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): July 21, 2025

Federal National Mortgage Association

(Exact name of registrant as specified in its charter)

Fannie Mae

Federally chartered corporation	0-50231	52-0883107	1100 15th Street, NW Washington, DC 20005	800	232-6643
<small>(State or other jurisdiction of incorporation)</small>	<small>(Commission File Number)</small>	<small>(IRS Employer Identification No.)</small>	<small>(Address of principal executive offices, including zip code)</small>	<small>(Registrant's telephone number, including area code)</small>	

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 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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	N/A	N/A

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.

Appointment of New Director

On July 21, 2025, Barry Habib was appointed to the Board of Directors of Fannie Mae, effective as of that date. The appointment of Mr. Habib is until the earlier of: (1) the next annual election of Board members; or (2) the date on which he resigns or is removed by U.S. Federal Housing FHFA, as conservator, while Fannie Mae is in conservatorship.

As of the date of this filing, we have not yet determined which Board committees Mr. Habib will serve on or whether there are any transactions or relationships involving Mr. Habib that are required to be disclosed by Item 404(a) of Regulation S-K. When they have been determined, we will provide in a future filing any required information about committee assignments or about relationships or transactions.

Director Compensation

Mr. Habib will be paid director compensation as described in Fannie Mae's annual report on Form 10-K for the year ended December 31, 2024, filed with the Securities and Exchange Commission on February 14, 2025, under the heading "[Executive Compensation—Compensation Tables and Other Information—Director Compensation](#)," which description is incorporated herein by reference.

Indemnification Agreement

Fannie Mae expects to enter into an indemnification agreement with Mr. Habib in the form filed as Exhibit 10.3 to Fannie Mae's annual report on Form 10-K for the year ended December 31, 2018, filed with the Securities and Exchange Commission on February 14, 2019.

