

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): **March 13, 2023**

Federal National Mortgage Association

(Exact name of registrant as specified in its charter)

Fannie Mae

Federally chartered corporation <small>(State or other jurisdiction of incorporation)</small>	0-50231 <small>(Commission File Number)</small>	52-0883107 <small>(IRS Employer Identification No.)</small>	1100 15th Street, NW Washington, DC 20005 <small>(Address of principal executive offices, including zip code)</small>	800 232-6643 <small>(Registrant's telephone number, including area code)</small>
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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 (§203.405 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 March 13, 2023, Michael Seelig was appointed to the Board of Directors of Fannie Mae (formally, the Federal National Mortgage Association), effective as of that date. The Board's appointment of Mr. Seelig is until the earliest of: (1) the third anniversary of the effective date of his appointment while Fannie Mae is in conservatorship; (2) the date on which he resigns or is removed by the conservator while Fannie Mae is in conservatorship; or (3) the date on which his successor is elected at an annual meeting of stockholders in accordance with the Bylaws.

Mr. Seelig has been appointed to serve on the Audit Committee of Fannie Mae's Board of Directors.

Mr. Seelig, age 60, was a senior executive at PricewaterhouseCoopers LLP, where he was a partner from 1997 until his retirement in September 2022. Mr. Seelig has over 35 years of diverse experience principally serving clients in the financial services industry. In addition to helping companies navigate risk, regulatory, mergers and acquisitions, financial reporting, corporate governance and strategy matters, Mr. Seelig served in a variety of leadership roles within PricewaterhouseCoopers, where he was responsible for driving various aspects of the firm's strategy and operations in several national, market and sector-based capacities. Mr. Seelig is a licensed certified public accountant and a member of the American Institute of Certified Professional Accountants, or AICPA. Mr. Seelig currently serves or has served as a trustee or member of the Board of a number of civic, educational and faith-based organizations.

Based on its review of the relevant facts and circumstances, Fannie Mae's Board of Directors determined that Mr. Seelig is an independent director.

Director Compensation

Mr. Seelig will be paid compensation as a director as described in our annual report on Form 10-K for the year ended December 31, 2022, filed with the Securities and Exchange Commission on February 14, 2023, under the heading "[Executive Compensation—Compensation Tables and Other Information—Director Compensation](#)," which description is incorporated herein by reference.

Indemnification Agreements

Fannie Mae is entering into an indemnification agreement with Mr. Seelig, the form of which was filed as Exhibit 10.3 to our annual report on Form 10-K for the year ended December 31, 2018, filed with the Securities and Exchange Commission on February 14, 2019.

