

**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): April 7, 2022

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.

On April 7, 2022, Sheila C. Bair notified Fannie Mae's Board of Directors of her resignation from the Board of Directors effective May 1, 2022, as she plans to devote more time to her other professional and civic engagements.

In connection with Ms. Bair's departure from the Board, the Fannie Mae Board of Directors has appointed Michael J. Heid as Board Chair effective May 1, 2022. Mr. Heid has been a Fannie Mae Director since May 2016.

Separately, on April 7, 2022, Antony Jenkins notified Fannie Mae's Board of Directors of his resignation from the Board of Directors effective May 1, 2022, as he plans to devote more time to his other corporate and civic engagements.

In addition, on April 7, 2022, Fannie Mae Chief Executive Officer Hugh R. Frater notified the company that he will resign as CEO and as a Board member effective May 1, 2022. In connection with Mr. Frater's resignation, the Fannie Mae Board of Directors appointed company President David C. Benson to also serve as Interim Chief Executive Officer and as a Board member of the company, effective May 1, 2022, subject to final approval by the Federal Housing Finance Agency. Mr. Benson, age 62, has been Fannie Mae's President since August 2018. As Fannie Mae's President, Mr. Benson has been responsible for leading the development and execution of the strategic plan for Fannie Mae as well as leading the Single-Family and Multifamily businesses. Mr. Benson also served as the company's Interim Chief Financial Officer from May 2021 to November 2021 and as the interim head of the Single-Family business from January 2021 to May 2021. Mr. Benson previously served as Executive Vice President and Chief Financial Officer from 2013 to August 2018, as Executive Vice President—Capital Markets, Securitization & Corporate Strategy from 2012 to 2013 and as Executive Vice President—Capital Markets from 2009 to 2012. He also served as Treasurer from 2010 to 2012. Mr. Benson previously served as Fannie Mae's Executive Vice President—Capital Markets and Treasury from 2008 to 2009, as Fannie Mae's Senior Vice President and Treasurer from 2006 to 2008, and as Fannie Mae's Vice President and Assistant Treasurer from 2002 to 2006. He also serves on the Board of Managers of Common Securitization Solutions, a Fannie Mae and Freddie Mac joint venture.

Prior to joining Fannie Mae in 2002, Mr. Benson was a Managing Director in the Fixed-Income Division of Merrill Lynch & Co. From 1988 through 2002, he served in several capacities at Merrill Lynch & Co. in the areas of risk management, trading, debt syndication, and e-commerce based in New York and London.
