

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): **August 10, 2009**

OCWEN FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Florida

(State or Other Jurisdiction
of Incorporation)

1-13219

(Commission File Number)

65-0039856

(I.R.S. Employer
Identification No.)

**1661 Worthington Road, Suite 100
West Palm Beach, FL 33409**

(Address of principal executive offices including Zip Code)

(561) 682-8000

(Registrant's telephone number, including area code)

(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))

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

(b) Effective August 10, 2009 upon Ocwen Financial Corporation’s (the “Company”) spin-off (“Spin-Off”) of Altisource Portfolio Solutions S.A. (“Altisource”), William B. Shepro resigned from his position as Executive Vice President of the Company (and President of the Company’s former Altisource Solutions line of business) to dedicate himself solely to his position as Chief Executive Officer of Altisource. Also effective upon the Spin-Off, Kevin J. Wilcox resigned from his position as Executive Vice President, Chief Administration Officer and Corporate Secretary of the Company to dedicate himself solely to his position as Chief Administration Officer and General Counsel of Altisource.

(c) Upon Mr. Wilcox’s resignation as noted above, Paul A. Koches, the Company’s Executive Vice President and General Counsel, assumed (without change to any existing compensation or similar arrangement) the role of Corporate Secretary previously held by Mr. Wilcox.

Item 8.01 Other Events.

On August 13, 2009, the Company issued a press release (the “Pricing Press Release”) announcing that it entered into an agreement to sell 28,000,000 shares of its common stock at \$9.00 per share pursuant to a registration statement previously filed by the Company with the U.S. Securities and Exchange Commission. In addition, the Company announced that it had granted the underwriters of such common stock offering (“Underwriters”) an over-allotment option to purchase up to an additional 4,200,000 shares of common stock, on the same terms and conditions.

On August 14, 2009, the Company issued a press release (the “Over-Allotment Press Release”) announcing that the Underwriters exercised in full their over-allotment option on August 13, 2009. The exercise of the over-allotment option results in the issuance of an additional 4,200,000 shares of common stock. With the exercise of the over-allotment option, the Company will issue, in the aggregate, 32,200,000 shares of common stock. The closing for both the common stock offering and the exercise of the over-allotment option are scheduled for August 18, 2009.

Copies of the Pricing Press Release and the Over-Allotment Press Release are attached as Exhibits 99.1 and 99.2, respectively, to this Form 8-K.

The information in this Item 8.01 and in Exhibit 99.1 and Exhibit 99.2 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, regardless of any general incorporation language in such filing.

(d) Exhibits:

Exhibit No.	Document
99.1	Press release of Ocwen Financial Corporation dated August 13, 2009
99.2	Press release of Ocwen Financial Corporation dated August 14, 2009

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OCWEN FINANCIAL CORPORATION

(Registrant)

Dated: August 14, 2009

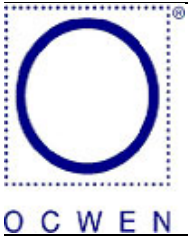
By: /s/ DAVID J. GUNTER

Name: David J. Gunter

Title: Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Document</u>
99.1	Press release of Ocwen Financial Corporation dated August 13, 2009
99.2	Press release of Ocwen Financial Corporation dated August 14, 2009



FOR IMMEDIATE RELEASE

Ocwen Financial Corporation®

FOR FURTHER INFORMATION CONTACT:

David J. Gunter**Executive Vice President & Chief Financial Officer****T: (561) 682-8367****E: David.Gunter@Ocwen.com**

**Ocwen Financial Corporation
Announces Pricing of Common Stock Offering**

WEST PALM BEACH, Fla., August 13, 2009 — **Ocwen Financial Corporation** (“Ocwen”) (NYSE:OCN) today announced that yesterday evening it priced a public offering of 28,000,000 shares of common stock at a price per share of \$9.00. In addition, Ocwen has granted the underwriters a 30-day option to purchase up to an additional 4,200,000 shares of common stock to cover over-allotments, at the same price per share and on the same terms and conditions.

The net proceeds to Ocwen from the offering will be approximately \$239.4 million after deducting underwriting discounts and before estimated offering expenses, exclusive of any proceeds attributable to any possible exercise of the underwriters’ over-allotment option. Ocwen intends to use the proceeds for general corporate purposes, including, without limitation, acquisitions and working capital.

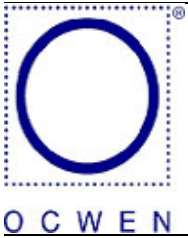
J.P. Morgan Securities Inc., Barclays Capital Inc. and Wells Fargo Securities, LLC are acting as joint book-running managers for the common stock offering. Piper Jaffray & Co. and Keefe, Bruyette & Woods, Inc. are acting as co-managers.

Ocwen has filed a registration statement with the U.S. Securities and Exchange Commission (the “SEC”) for the offering to which this communication relates. Copies of the prospectus supplement, when available, and the accompanying prospectus may be obtained for free by visiting EDGAR on the SEC’s website at <http://www.sec.gov>. Alternatively, copies may be obtained from J.P. Morgan Securities Inc., Attn: Prospectus Department, 4 Chase Metrotech Center, CS Level, Brooklyn, NY 11245 (phone 718-242-8002), Barclays Capital Inc., c/o Broadridge Integrated Distribution Services, 1155 Long Island Avenue, Edgewood, New York, 11717; barclaysprospectus@broadridge.com (phone 888-603-5847) or Wells Fargo Securities, LLC, 375 Park Avenue, New York, NY 10152-4077; equity.syndicate@wachovia.com (phone 800-326-5897).

This press release does not constitute an offer to sell or the solicitation of an offer to buy any common stock, nor will there be any sale of common stock in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Ocwen:

Ocwen Financial Corporation is a leading business process solutions provider specializing in loan servicing and special servicing. Ocwen is headquartered in West Palm Beach, Florida with offices in Arizona, California, the District of Columbia, Florida, Georgia and New York and global operations in Canada, India and Uruguay.



FOR IMMEDIATE RELEASE

Ocwen Financial Corporation®**FOR FURTHER INFORMATION CONTACT:****David J. Gunter****Executive Vice President & Chief Financial Officer****T: (561) 682-8367****E: David.Gunter@Ocwen.com**

**Ocwen Financial Corporation Announces Exercise in Full by Underwriters of
Over-Allotment Option on Common Stock Offering**

WEST PALM BEACH, Fla., August 14, 2009 — **Ocwen Financial Corporation** (“Ocwen”) (NYSE: OCN) today announced that the underwriters of its previously announced common stock offering exercised in full their over-allotment option on August 13, 2009. The exercise of the over-allotment option results in the issuance of an additional 4,200,000 shares of common stock. With the exercise of the over-allotment option, Ocwen will issue, in the aggregate, 32,200,000 shares of common stock. The closing for both the common stock offering and the exercise of the over-allotment option is scheduled for August 18, 2009.

J.P. Morgan Securities Inc., Barclays Capital Inc. and Wells Fargo Securities, LLC are acting as joint book-running managers for the common stock offering. Piper Jaffray & Co. and Keefe, Bruyette & Woods, Inc. are acting as co-managers.

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About Ocwen:

Ocwen Financial Corporation is a leading provider of residential and commercial loan servicing, special servicing and asset management services. Ocwen is headquartered in West Palm Beach, Florida with offices in California, the District of Columbia, Florida, Georgia and New York and global operations in India and Uruguay.