

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-A

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FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

OCWEN FINANCIAL CORPORATION  
(Exact name of registrant as specified in its charter)

FLORIDA  
(State of incorporation or  
organization)

65-0039856  
(I.R.S. Employer Identification No.)

THE FORUM, 1675 PALM BEACH LAKES BLVD., #1000, WEST PALM BEACH, FL 33401  
(Address of principal executive offices) (Zip code)

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

None

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

COMMON STOCK, PAR VALUE \$0.01 PER SHARE  
(Title of class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

See "Description of Capital Stock" in the Prospectus related to the Common Stock Offering included in Ocwen Financial Corporation's (the "Registrant" or the "Company") Registration Statement on Form S-1 (File No. 333-05153) filed with the Commission on June 4, 1996, as amended, which is hereby incorporated by reference.

ITEM 2. EXHIBITS

- \*3.1 Amended and Restated Articles of Incorporation of Ocwen Financial Corporation
- \*3.2 Bylaws of Ocwen Financial Corporation
- \*4.0 Form of Stock Certificate of Ocwen Financial Corporation

\*Previously filed with the Securities and Exchange Commission as exhibits to the Registrant's Registration Statement on Form S-1 (File No. 333-05153). Such exhibits are incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

OCWEN FINANCIAL CORPORATION

Date: September 11, 1996

By:/S/ STEPHEN C. WILHOIT  
Stephen C. Wilhoit, Senior Vice President