

---

**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): September 9, 2014**

---

**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  
(IRS Employer Identification No.)**

---

**2002 Summit Boulevard, Sixth Floor  
Atlanta, Georgia 30319  
(Address of principal executive offices)**

**Registrant's telephone number, including area code: (561) 682-8000**

**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 7.01      Regulation FD Disclosure.**

Beginning on September 9, 2014, Ocwen Financial Corporation (“Ocwen”) will be using the materials attached as Exhibit 99.1 hereto in connection with presentations to current and potential investors.

The information contained under Item 7.01 in this Current Report on Form 8-K, including the presentation included in Exhibit 99.1 hereto, is being furnished and, as a result, such information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”) or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

The information contained in this Current Report on Form 8-K, including the presentation included in Exhibit 99.1 hereto, contains forward-looking statements within the meaning of Section 27A of the Securities Act, and Section 21E of the Exchange Act. Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Forward-looking statements involve a number of assumptions, risks and uncertainties that could cause actual results to differ materially. The forward-looking statements speak only as of the date they are made and except for our ongoing obligations under the U.S. federal securities laws, we undertake no obligation to update or revise forward-looking statements whether as a result of new information, future events or otherwise.

**Item 9.01      Financial Statements and Exhibits.**

(a) – (c)      Not applicable.

(d)            Exhibits:

<b>Exhibit No.</b>	<b>Description</b>
99.1	Ocwen Financial Corporation Slide Presentation

---

## 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)

Date: September 9, 2014

By: /s/ Michael R. Bourque  
Michael R. Bourque  
Executive Vice President & Chief Financial Officer  
(On behalf of the Registrant and as its principal financial officer)

---



# **Investor Presentation**

*September, 2014*

---

**FORWARD-LOOKING STATEMENTS:**

Our presentation contains certain forward-looking statements that are made pursuant to the safe harbor provisions of the federal securities laws. These forward-looking statements may be identified by a reference to a future period or by the use of forward-looking terminology. Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Forward-looking statements involve a number of assumptions, risks and uncertainties that could cause actual results to differ materially. Important factors that could cause actual results to differ materially from those suggested by the forward-looking statements include, but are not limited to, the following: uncertainty related to legislation, regulations, regulatory agency actions, government programs and policies, industry initiatives and evolving best servicing practices; uncertainty related to claims, litigation and investigations brought by government agencies and private parties regarding our servicing, foreclosure, modification and other practices; the characteristics of our servicing portfolio, including prepayment speeds along with delinquency and advance rates; our ability to grow and adapt our business, including the availability of new loan servicing and other accretive business opportunities; uncertainty related to acquisitions, including our ability to close acquisitions and to integrate the systems, procedures and personnel of acquired assets and businesses; our ability to effectively manage our regulatory and contractual compliance obligations; the adequacy of our financial resources, including our sources of liquidity and ability to fund and recover advances, repay borrowings and comply with debt covenants; uncertainty related to general economic and market conditions, delinquency rates, home prices and disposition timelines on foreclosed properties; as well as other risks detailed in Ocwen's reports and filings with the Securities and Exchange Commission (SEC), including its annual report on Form 10-K/A for the year ended December 31, 2013 (filed with the SEC on 08/18/14) and its quarterly report on Form 10-Q for the quarter ended June 30, 2014 (filed with the SEC on 08/18/14). No assurances can be given as to the amount of shares that Ocwen may repurchase pursuant to its previously announced share repurchase program or otherwise in any given period. Ocwen may use SEC Rule 10b5-1 plans in connection with its share repurchase program. Anyone wishing to understand Ocwen's business should review its SEC filings. Ocwen's forward-looking statements speak only as of the date they are made and, except for our ongoing obligations under the U.S. federal securities laws, we undertake no obligation to update or revise forward-looking statements whether as a result of new information, future events or otherwise. Ocwen may post information that is important to investors on its website.

**NON-GAAP FINANCIAL MEASURES:**

Our presentation contains certain non-GAAP financial measures, such as our references to our segment expenses before allocations out of 'Corporate Items & Other' to the Servicing and Lending segments, our references to the value of our MSRs using various methodologies and our references to our economic balance sheet. We believe these non-GAAP financial measures provide a useful supplement to discussions and analysis of our financial condition. We believe these non-GAAP financial measures provide an alternative way to view certain aspects of our business that is instructive. Non-GAAP financial measures should be viewed in addition to, and not as an alternative for, Ocwen's reported results under accounting principles generally accepted in the United States. Other companies may use non-GAAP financial measures with the same or similar titles that are calculated differently to our non-GAAP financial measures. As a result, comparability may be limited. Further information may be found on Ocwen's website, including our Q2 2014 earnings call and related presentation.



## Overview

---

- ✓ Low cost, scalable technology platform that helps keep families in their homes
- ✓ Ocwen is an attractive partner for banks looking to sell servicing
  - Banks held accountable for performance of successor servicers
  - The only non-bank servicer subject to its own National Mortgage Settlement standards
- ✓ Capital Standards likely
  - Best capitalized large non-bank servicer with less leverage than peers
- ✓ ~17% of stock owned by Leadership and Board
- ✓ Experienced management team

## Servicing recognition<sup>a)</sup>



### PROGRAM PERFORMANCE REPORT THROUGH THE SECOND QUARTER OF 2014

#### ► SERVICER ASSESSMENT RESULTS

SERVICER	MINOR IMPROVEMENT NEEDED	MODERATE IMPROVEMENT NEEDED	SUBSTANTIAL IMPROVEMENT NEEDED
Bank of America, N.A.	✓		
JPMorgan Chase Bank, N.A.	✓		
Ocwen Loan Servicing, LLC	✓		
Nationstar Mortgage LLC		✓	
Select Portfolio Servicing, Inc.		✓	
Wells Fargo Bank, N.A.		✓	
CitiMortgage, Inc.			✓

- Ocwen received 3-star ratings, the highest ratings possible, in all categories
- The report evaluates servicer performance in a range of categories related to processes and controls, including reaching out to investors who own mortgages, soliciting borrowers who may be eligible for HAMP, evaluating borrower eligibility, processing documents, underwriting loan modifications, and maintaining strong fraud controls and quality assurance.





## **Recent Investor themes and questions**

---

- ✓ What is the latest with NY DFS?
- ✓ What drove the financial restatement?
- ✓ Why did Moody's downgrade your Servicer rating and place your Corporate rating on review for possible downgrade?
- ✓ What is the outlook for the cost structure?
- ✓ Did the value of our MSR's change in 2Q?
- ✓ How does the 'Economic Balance Sheet' MSR valuation relate to past disclosures?
- ✓ What is the latest on your new business initiatives?





## Recent Investor Themes and Questions

---

### What is the latest with NY DFS?

- We don't comment publicly on discussions or interactions with regulators. We continue to cooperate fully.

---

### What drove the financial restatement?

- After releasing 2Q'14 earnings, it was determined that we could no longer use an accounting convention (in place since our first transaction) related to the valuation of financing liabilities related to Rights to MSR's sold to HLSS<sup>(a)</sup>. These values should have been booked to a point estimate, not allowed to reside within a +/- 5% range.
- The impact was a shift of interest expense among periods in 2013 and 1Q'14.
- There is no change in cash as a result of the restatement, and total earnings of the company remain unchanged.



## Recent Investor Themes and Questions

---

**Why did Moody's downgrade your Servicer rating and place your Corporate rating on review for possible downgrade?**

- We believe both actions are principally driven by heightened regulatory scrutiny of Ocwen and uncertainty in the regulatory environment.
- Not aware of any impact on our debt facilities or servicing contracts from these announcements.

---

**What is the outlook for the cost structure?**

- Certain significant non-variable costs related to the Recap acquisition are still remaining to reduce or eliminate.
- Regulatory changes and increased compliance and risk infrastructure requirements have added costs to our operations.
- We believe we can reduce significant costs over 18-24 months<sup>(a)</sup>.
- Our goal is to return our margins closer to historical levels, adjusting for shifts in product mix and financial leverage.

---

**Did the value of our MSR's change in 2Q?**

- The MSR "Value with new Assumptions" was \$4.6B at 6/30/14, \$0.6B higher than 1Q'14. The change is primarily driven by lowering the non-Agency CPR to 11%, a rate more consistent with recent history.



## Recent Investor Themes and Questions

---

### How does the 'Economic Balance Sheet' MSR valuation relate to past disclosures?

- If you apply the 'Economic Balance Sheet' concept to the MSR valuation, the \$4.6B becomes \$2.4B. This is largely offset by the value of the HLSS subservicing relationship of \$1.3B<sup>(a)</sup>. Additionally, Ocwen received \$0.7B of cash from Rights to MSR sale transactions so far.

---

### What is the latest on your new business initiatives?

- We continue to develop the RMBS opportunity. We expect to initiate our first trade(s) in September which will close in the 4<sup>th</sup> quarter of 2014.
- We are actively working on a new business platform and expect to communicate more in 2015.
- Both opportunities follow the Investment Criteria outlined in our 2Q'14 Earnings presentation, and we believe they can create significant shareholder value.



## Ocwen growth

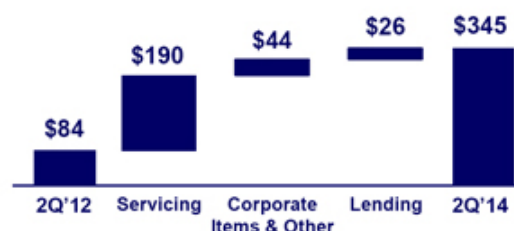
(\$ in millions unless otherwise noted)

### Ocwen transformation ...

	2Q'12	2Q'14	% Change
Assets (\$ in billions)	\$5.4	\$8.4	56 %
UPB (\$ in billions)	\$128	\$435	240 %
Loan Count (# in millions)	0.8	2.7	238 %
- Agency (%)	16%	45%	+29 pts
Headcount (# in 000's)	5.4	11.3	109 %
- Onshore (%)	13%	30%	+17 pts
Originations (\$ in billions)	\$0.0	\$1.3	n/a

### ... means costs have risen as well

#### Operating Expense Walk<sup>(a)</sup>



- Servicing costs up on higher volumes, running multiple platforms, a higher onshore/offshore mix and higher regulatory-related costs
- Corporate Items & Other increase driven by Risk, Legal, monitor & technology costs
- Lending costs driven by platform acquisitions

Ocwen Financial Corporation®

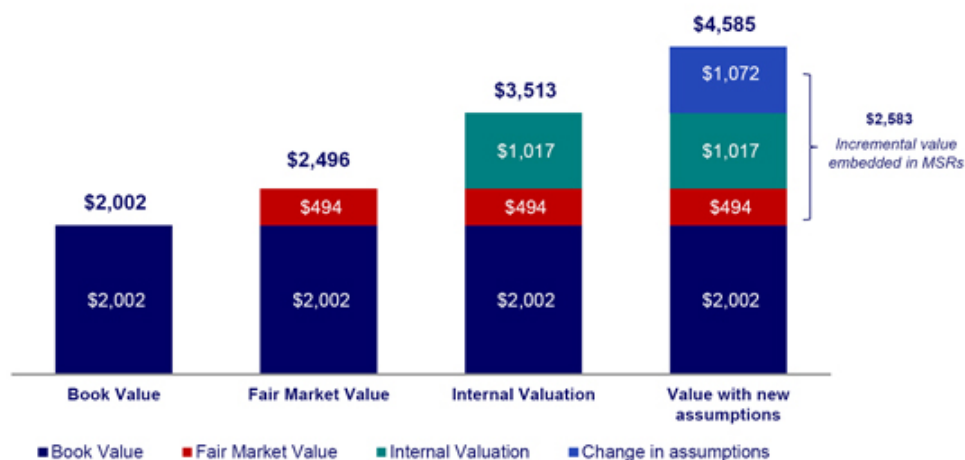
(a)- Note: Segment results reflect expenses before allocations out of 'Corporate Items & Other' to the Servicing & Lending segments (Non-GAAP). As set forth in our 2Q'14 10-Q on a reported (GAAP) basis the values are as follows: Servicing +\$217 million, Corporate & Other +\$15 million and Lending +\$27 million. We believe it is instructive to view the expenses on a pre-allocation basis.

## Cost reduction opportunities

Area	Current Status	Opportunity
<b>Servicing Cost</b>	<ul style="list-style-type: none"> <li>Recent acquisitions added structure, system &amp; process complexity</li> <li>New regulations increased servicing complexity, data storage and retrieval requirements and compliance controls</li> </ul>	<ul style="list-style-type: none"> <li>Wind-down of Recap legacy technology platform</li> <li>Improved data management and quality increasing efficiencies and reducing rework</li> <li>Increase use of lower-cost labor</li> <li>Automation of additional processes</li> <li>Process maturity as industry changes, due to new regulations, slow</li> </ul>
<b>Overhead Cost</b>	<ul style="list-style-type: none"> <li>Recap added more cost structure</li> <li>Built out Corporate structure to support business growth</li> </ul>	<ul style="list-style-type: none"> <li>Further system and process integration and resource optimization should reduce cost and unlock economies of scale</li> </ul>
<b>Uncollectible Advances</b>	<ul style="list-style-type: none"> <li>Booked \$39 million of reserves YTD for primarily agency uncollectible or non-recoverable advances</li> </ul>	<ul style="list-style-type: none"> <li>Further automation and improvements in operating processes can reduce amount significantly</li> </ul>
<b>Monitors &amp; Professional Fees</b>	<ul style="list-style-type: none"> <li>Incurring significant expenses in connection with Monitoring agreements</li> </ul>	<ul style="list-style-type: none"> <li>Opportunity to reduce these expenses over time</li> </ul>

## 6/30/14 MSR values using various methodologies

(\$ in millions)

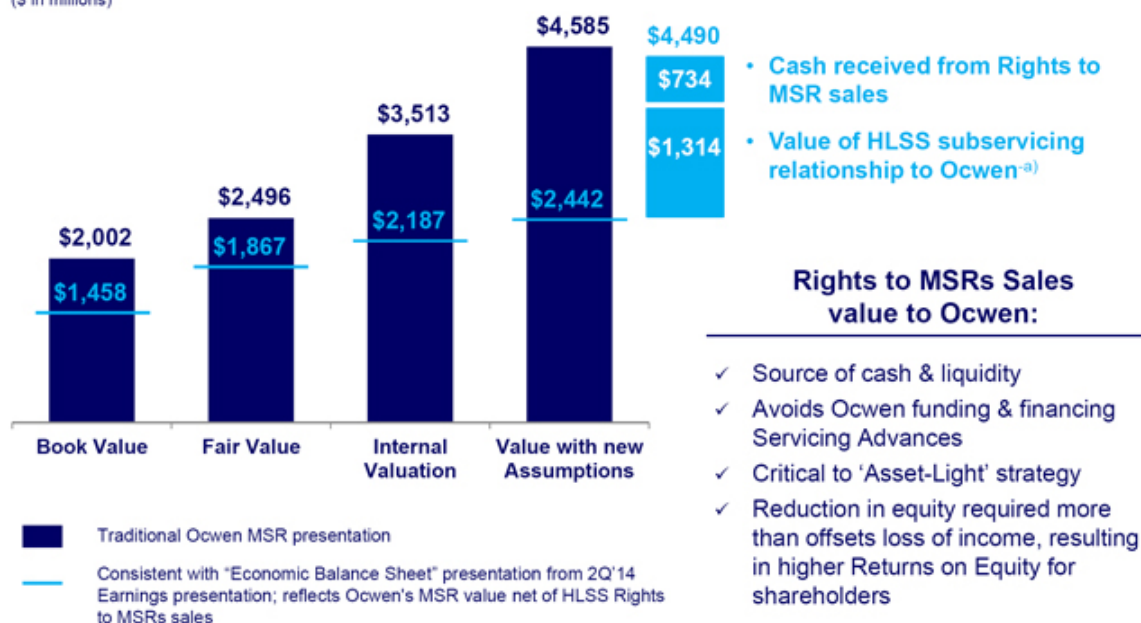


- Fair market value reflects third-party broker estimates of value using the midpoint estimate of the broker range.
- Internal valuation revises third-party broker estimates of value to reflect lower servicing costs and recoverability of Deferred Servicing Fees (DSF). It does not reflect Ocwen's superior ability to lower delinquencies that would further increase the value of our MSR.
- Value with new assumptions revises internal valuation to reflect lower discount rate to 8% from 16% for Non-Agency and 9% for Agency, and lower CPR from 17% to 11% for Non-Agency MSRs. No change was made to Agency CPRs.
- All values include MSRs where Rights to MSRs have been sold to HLSS.

## 6/30/14 MSR values (net of HLSS Rights to MSRs Sales) using various methodologies



(\$ in millions)



Ocwen Financial Corporation®

(a)- Valuation based on anticipated future cash flows, Ocwen's lower cost to service and an 8% discount rate (i.e., same basis as MSR value under Value with new assumptions).

12