

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287  
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1. Name and Address of Reporting Person* <u>Britti John V.</u>			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>OCWEN FINANCIAL CORP [ OCN ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP &amp; Chief Investment Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/29/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person		
<u>1661 WORTHINGTON ROAD, SUITE 100</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>WEST PALM BEACH</u>	<u>FL</u>	<u>33409</u>						
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/29/2019		M		18,333	A	(1)	108,066	D	
Common Stock	03/29/2019		F		5,518	D(2)	\$1.82	102,548	D	
Common Stock	03/29/2019		M		18,125	A	(1)	120,673	D	
Common Stock	03/29/2019		F		5,456	D(2)	\$1.82	115,217	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	03/29/2019		M			18,333	(3)	(4)	Common Stock	18,333	\$0	0	D	
Restricted Stock Units	(1)	03/29/2019		M			18,125	(5)	(4)	Common Stock	18,125	\$0	18,125	D	
Restricted Stock Units	(6)	03/29/2019		A		86,538		(7)	(7)	Common Stock	86,538	\$0	86,538	D	
Restricted Stock Units	(6)	03/29/2019		A		74,176		(8)	(8)	Common Stock	74,176	\$0	74,176	D	
Restricted Stock Units	(6)	03/29/2019		A		74,175		(9)	(9)	Common Stock	74,175	\$0	74,175	D	

Explanation of Responses:

1. Each Restricted Stock Unit represents a contingent right to receive one share of OCN common stock.
2. Shares withheld pursuant to terms of the award to cover tax withholding obligations.
3. On March 29, 2016, the reporting person was granted 55,000 restricted stock units scheduled to vest in three annual installments of 18,334, 18,333 and 18,333, respectively, commencing March 29, 2017, subject to the reporting person's continued employment.
4. The Restricted Stock Units have no expiration date.
5. On March 29, 2016, the reporting person was granted 72,500 performance-based restricted stock units subject to both a performance-based condition and a time-based vesting schedule. The grant provided that if, on or before the fourth anniversary of the transaction date of March 29, 2016, the average of the closing prices per share of OCN Common Stock for a period of twenty consecutive trading days, plus the amount of any dividends paid on a share of OCN Common Stock on or before the last day of that period, equaled or exceeded \$4.78, the restricted stock units would vest in four annual installments on the first, second, third and fourth anniversaries of March 29, 2016. This performance-based condition was satisfied on November 30, 2016. As a result, this award is scheduled to vest in four annual installments of 18,125, 18,125, 18,125, and 18,125 commencing March 29, 2017, subject to the reporting person's continued employment.
6. Each Restricted Stock Unit represents a contingent right to receive a cash payment equal to the closing price of one share of OCN common stock on the applicable vesting date.
7. On March 29, 2019, the reporting person was granted 86,538 restricted stock units subject to both a performance-based condition and a time-based vesting schedule. The target number of units subject to the award is reported above. On each of the first, second and third anniversaries of grant, between 0% and 200% of one-third of the target number of units will be eligible to vest based on the extent to which a pre-established cumulative absolute total shareholder return level is met.
8. On March 29, 2019, the reporting person was granted 74,176 restricted stock units subject to both a performance-based condition and a time-based vesting schedule. The target number of units subject to the award is reported above. Between 0% and 200% of the target number of units will be eligible to vest on March 29, 2022 based on the extent to which a pre-established absolute total shareholder return level is met.
9. On March 29, 2019, the reporting person was granted 74,175 restricted stock units scheduled to vest in three approximately equal annual installments on the first, second and third anniversaries of grant.

/s/ Michael J. Stanton,  
Attorney-in-Fact for John V. Britti  
04/02/2019

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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