

FORM 3

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

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

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| OMB APPROVAL | |
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|---|--|---|---|
| 1. Name and Address of Reporting Person * <u>Peach James Andrew</u> (Last) (First) (Middle) <u>1661 WORTHINGTON ROAD,</u> <u>SUITE 100</u> (Street) <u>WEST</u> <u>PALM</u> <u>FL</u> <u>33409</u> <u>BEACH</u> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>04/01/2024</u> | 3. Issuer Name and Ticker or Trading Symbol <u>OCWEN FINANCIAL CORP</u> [<u>OCN</u>] | |
| | | 4. 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 & Chief Lending Officer</u> | 5. If Amendment, Date of Original Filed (Month/Day/Year) 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 |

| Table I - Non-Derivative Securities Beneficially Owned | | | |
|--|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |

| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | |
|---|--|-----------------|---|----------------------------|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Restricted Stock Units ⁽¹⁾ | (2) | (3) | Common Stock | 751 | (2) | D | |
| Restricted Stock Units ⁽¹⁾ | (4) | (3) | Common Stock | 2,252 | (4) | D | |
| Restricted Stock Units ⁽¹⁾ | (5) | (3) | Common Stock | 2,228 | (5) | D | |
| Restricted Stock Units ⁽¹⁾ | (6) | (3) | Common Stock | 2,228 | (6) | D | |
| Restricted Stock Units ⁽¹⁾ | (7) | (3) | Common Stock | 2,438 | (7) | D | |
| Restricted Stock Units ⁽⁸⁾ | (9) | (3) | Common Stock | 4,592 | (9) | D | |
| Restricted Stock Units ⁽⁸⁾ | (10) | (3) | Common Stock | 4,592 | (10) | D | |

Explanation of Responses:

1. 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.
2. On March 31, 2022, the reporting person was granted 2,251 restricted stock units scheduled to vest in three approximately equal annual installments on the first, second, and third anniversaries of grant, subject to the reporting person's continued employment and certain other conditions.
3. Not applicable.
4. On March 31, 2022, the reporting person was granted 2,252 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 31, 2025 based on the relative ranking of the Issuer's absolute total shareholder return compared to the absolute total shareholder return of companies within the Issuer's pre-established peer group at designated measurement periods.
5. On April 3, 2023, the reporting person was granted 2,228 restricted stock units scheduled to vest in three approximately equal annual installments on the first, second, and third anniversaries of grant, subject to the reporting person's continued employment and certain other conditions.
6. On April 3, 2023, the reporting person was granted 2,228 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 April 3, 2026 based on the relative ranking of the Issuer's absolute total shareholder return compared to the absolute total shareholder return of companies within the Issuer's pre-established peer group at designated measurement periods.
7. On January 1, 2024, the reporting person was granted 2,438 restricted stock units scheduled to vest on September 30, 2024, subject to the reporting person's continued employment and certain other conditions.
8. Each Restricted Stock Unit represents a contingent right to receive one share of OCN common stock on the applicable vesting date.
9. On March 29, 2024, the reporting person was granted 4,592 restricted stock units scheduled to vest in three approximately equal annual installments on the first, second, and third anniversaries of grant, subject to the reporting person's continued employment and certain other conditions.

Remarks:

See Exhibit 24 - Power of Attorney.

/s/ Leah E. Hutton,
Attorney-in-Fact for J.
Andrew Peach

04/05/2024

** Signature of Reporting Person

Date

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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned, James Andrew Peach, hereby constitutes and appoints each of Joseph J. Samarias, Leah E. Hutton, Patricia R. Chronicle and Wendy L. Seifert, or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Ocwen Financial Corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney supersedes any power of attorney previously executed by the undersigned for the purposes outlined herein, and the authority of the attorneys-in-fact named in any such prior powers of attorney is hereby revoked. The authority of the attorneys-in-fact shall automatically terminate without any notice or further action by or on the part of the Company or any other person upon such attorney-in-fact's termination of employment with the Company or any of its subsidiaries.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless (a) earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined herein dated as of a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of April, 2024.

/s/ James Andrew Peach

James Andrew Peach