

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u>ZELENY DENNIS</u>  (Last) (First) (Middle) <u>1661 WORTHINGTON ROAD,</u> <u>SUITE 100</u>  (Street) <u>WEST PALM BEACH FL 33409</u>  (City) (State) (Zip)	2. Issuer Name and 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 Admin. Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/31/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 <sup>(1)</sup>	07/31/2020		M		2,193	A	(2)	2,527	D	
Common Stock <sup>(1)</sup>	07/31/2020		D		2,193	D	(2)	334	D	
Common Stock <sup>(1)</sup>	07/31/2021		M		2,193	A	(3)	2,527	D	
Common Stock <sup>(1)</sup>	07/31/2021		D		2,193	D	(3)	334	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
Restricted Stock Units	(1)	07/31/2020		M		2,193		(2)	(4)	Common Stock	2,193	\$0	4,386	D	
Restricted Stock Units	(1)	07/31/2021		M		2,193		(3)	(4)	Common Stock	2,193	\$0	2,193	D	

**Explanation of Responses:**

- On July 31, 2019, the reporting person was granted 6,579 restricted stock units scheduled to vest in three approximately equal installments on the first, second, and third anniversaries of grant subject to the reporting person's continued employment. 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. All information has been adjusted to give effect to the issuer's one-for-15 reverse stock split effective August 13, 2020.
- The reported transactions reflect the settlement in cash pursuant to the terms of the award of 2,193 restricted stock units that vested pursuant to the award on July 31, 2020 and were not previously reported. On July 31, 2020, the closing price of OCN common stock was \$17.85.
- The reported transactions reflect the settlement in cash pursuant to the terms of the award of 2,193 restricted stock units that vested pursuant to the award on July 31, 2021. On July 30, 2021, the last trading day prior to the vesting date, the closing price of OCN common stock was \$26.15.
- Not applicable.

/s/ Leah E. Hutton, Attorney-in-Fact for Dennis Zeleny 08/03/2021  
 \*\* 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 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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