FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Washington, D.C. 20349

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPRO	VAL				
	OMB Number:	3235-0287				
l	Estimated average burd	en				
l	hours per response:	0.5				

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

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

1. Name and Address of Reporting Person*  BRITELL JENNE K							2. Issuer Name <b>and</b> Ticker or Trading Symbol OCWEN FINANCIAL CORP [ OCN ]									l applio Directo	icable) or	g Person(s) to Issuer 10% Owner		
(Last) (First) (Middle) 1661 WORTHINGTON ROAD, SUITE 100							3. Date of Earliest Transaction (Month/Day/Year) 03/02/2020									Officer pelow)	r (give title )		Other (specify below)	
(Street) WEST PALM BEACH FL 33409 (City) (State) (Zip)							4. If Amendment, Date of Original Filed (Month/Day/Year)									ndividual or Joint/Group Filing (Check Applicable e)  X Form filed by One Reporting Person Form filed by More than One Reporting Person				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
1. Title of Security (Instr. 3)  2. Transa Date (Month/D						ay/Year) Execution		. Deemed ecution Date, any onth/Day/Year)		3. Transaction Code (Instr. 8) 4. Securit Disposed 5)					4 and Secu Bene		ially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
							v	Amount		A) or D)	Price	Trance		tion(s)			(111341.4)			
Common Stock 03/02/									P		7,980		A	\$1.	.27	39,580		I		By trust <sup>(1)</sup>
Common	Stock												74,278(2)		Γ	)				
	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)	vative Conversion Date Execution Date irity or Exercise (Month/Day/Year) if any			Date, Transaction Code (Instr.		n of		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)			8. Price Derivat Securit (Instr. 5	ive d y S i) E F F	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Owr Forr Dire or Ir (I) (I	nership m: ect (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code V		(A)	(D)	Date Exercisal		Expiration Date	Amour or Number of Title Shares		nber						

## Explanation of Responses:

- $1.\ These\ securities\ are\ held\ by\ Jenne\ K\ Britell\ UAD\ 11/28/11\ Jenne\ K.\ Britell\ TTEE\ AMD\ 07/21/15.$
- 2. Includes 62,500 restricted stock units representing a contingent right to receive one share of OCN common stock (RSUs). The RSUs will vest, and the underlying shares of common stock will be delivered, on May 30, 2020, subject to certain conditions relating to the reporting person's service as a director of the issuer.

/s/ Michael J. Stanton,

Attorney-in-Fact for Jenne K. 03/04/2020

<u>Britell</u>

\*\* Signature of Reporting Person

n 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.

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.