

☐ 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

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>Messina Glen A.</u> (Last) (First) (Middle) <u>1661 WORTHINGTON ROAD,</u> <u>SUITE 100</u> (Street) <u>WEST PALM</u> <u>FL</u> <u>33409</u> <u>BEACH</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OCWEN FINANCIAL CORP [OCN]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>10/04/2021</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President & CEO</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
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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	10/04/2021		M		16,990	A	(1)	87,886 ⁽²⁾	D	
Common Stock	10/04/2021		F		7,873	D ⁽³⁾	\$28.76	80,013 ⁽²⁾	D	
Common Stock	10/04/2021		M		4,854	A	(4)	84,867 ⁽²⁾	D	
Common Stock	10/04/2021		F		2,249	D ⁽³⁾	\$28.76	82,618 ⁽²⁾	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	10/04/2021		M		16,990	(1)	(1)	Common Stock	16,990	\$0	0	D	
Restricted Stock Units	(4)	10/04/2021		M		4,854	(4)	(4)	Common Stock	4,854	\$0	0	D	

Explanation of Responses:

1. On October 4, 2018, the reporting person was granted 50,970 Restricted Stock Units ("RSUs") representing a contingent right to receive one share of OCN common stock scheduled to vest in three equal annual installments commencing October 4, 2019 subject to the reporting person's continued employment. Share number has been adjusted to give effect to the issuer's one-for-15 reverse stock split effective August 13, 2020 (the "Reverse Split").
2. Includes 20,554 shares held jointly with spouse.
3. Shares withheld pursuant to terms of the award to cover tax withholding obligations.
4. On October 4, 2018, the reporting person was granted 14,563 RSUs scheduled to vest in three equal annual installments commencing October 4, 2019 subject to the reporting person's continued employment. Share number has been adjusted to give effect to the Reverse Split.

/s/ Leah E. Hutton, Attorney-in-Fact for Glen A. Messina

** 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.

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.