
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

OCWEN FINANCIAL CORPORATION

(Exact name of issuer as specified in its charter)

Florida
(State or other jurisdiction of
incorporation or organization)

65-0039856
(I.R.S. Employer
Identification No.)

**1661 Worthington Road
Suite 100
West Palm Beach, Florida**
(Address of Principal Executive Offices)

33409
(Zip Code)

2021 EQUITY INCENTIVE PLAN
(Full title of the plan)

Leah E. Hutton
Senior Vice President, Deputy General Counsel and Assistant Corporate Secretary
Ocwen Financial Corporation
1661 Worthington Road, Suite 100
West Palm Beach, Florida 33409
(561) 682-8000

(Name, address and telephone number, including area code, of agent for service)

Copy to:
John-Paul Motley, Esq.
Cooley LLP
1333 2nd Street, Suite 400
Santa Monica, California 90401
(310) 883-6400

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐
Non-accelerated filer ☐

Accelerated filer ☒
Smaller reporting company ☐
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, Ocwen Financial Corporation (“Registrant”, the “Company” or “we”) is filing this Registration Statement on Form S-8 with the U.S. Securities and Exchange Commission (the “Commission”) with respect to 150,000 shares of the Registrant’s common stock, par value \$0.01 per share (“Common Stock”) to be offered pursuant to the Ocwen Financial Corporation 2021 Equity Incentive Plan. This Registration Statement hereby incorporates by reference the contents of the Registrant’s registration statement on Form S-8 filed with the Commission on May 25, 2021 (Registration No. 333-256469), except that provisions contained in Part II of such registration statements are modified as set forth herein.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of the Form S-8 instructions. The documents containing information specified in Part I of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents filed by the Company with the Commission are incorporated in this Registration Statement by reference and made a part of this Registration Statement:

- (a) The Company’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021, filed with the Commission on February 25, 2022;⁽¹⁾
 - (b) the information specifically incorporated by reference into the Company’s Annual Report on [Form 10-K](#) for the year ended December 31, 2021 from its definitive Proxy Statement on [Schedule 14A](#), filed with the Commission on April 18, 2022
 - (c) The Company’s Quarterly Reports on Form 10-Q for the period ended March 31, 2022, filed with the Commission on [May 5, 2022](#) and for the period ended June 30, 2022, filed with the Commission on [August 4, 2022](#);
 - (d) The Company’s Current Reports on Form 8-K, filed with the Commission on [April 5, 2022](#), [May 4, 2022](#), [May 18, 2022](#), [May 23, 2022](#), and [May 27, 2022](#) (in each case only as to the information “filed” with the Commission thereunder for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and not information “furnished” thereunder); and
 - (e) The description of the Company’s Common Stock contained in [Exhibit 4.9](#) to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2020, filed with the Commission on February 19, 2021, and any other amendment or report filed for the purpose of updating such description.
- (1) As disclosed in Note 18 – Business Segment Reporting to the Company’s unaudited consolidated financial statements for the three months ended March 31, 2022 filed with the Commission on [Form 10-Q](#) on May 5, 2022, effective in the first quarter of 2022, we have no longer allocated interest expense on the senior secured notes issued by Ocwen Financial Corporation to certain entities owned by funds and accounts managed by Oaktree Capital Management, L.P. (“OFC Senior Secured Notes”) to the Servicing and Originations segments. Such interest expense allocation for the year ended December 31, 2021 was \$24.4 million, of which \$23.7 million was reported in the Servicing segment and \$0.7 million was reported in the Originations segment in Note 23 – Business Segment Reporting to the Company’s consolidated financial statements for the year ended December 31, 2021 filed with the Commission on [Form 10-K](#) on February 25, 2022. No such interest expense was allocated in 2020 or 2019 as the OFC Senior Secured Notes were issued in March 2021. Because this change to certain business segment disclosures was immaterial and was not a change to the structure or the composition of the reportable segments, the previously issued consolidated financial statements for the three years ended December 31, 2021 filed with the Commission on [Form 10-K](#) on February 25, 2022 have not been retrospectively adjusted for incorporation herein.
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All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

The validity of the issuance of Common Stock registered hereby is passed on for the Company by Leah E. Hutton. Ms. Hutton is Senior Vice President, Deputy General Counsel and Assistant Corporate Secretary of the Company and is compensated by the Company as an employee. Ms. Hutton is eligible to receive stock and other awards granted by the Company under the Plan.

Item 8. Exhibits.

Exhibit Number	Description of Exhibit
4.1	<u>Ocwen Financial Corporation 2021 Equity Incentive Plan, as amended (Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on May 25, 2022 (Commission File No. 001-13219) and incorporated herein by this reference)</u>
5.1	<u>Opinion of Counsel (opinion re legality)</u>
23.1	<u>Consent of Independent Registered Public Accounting Firm</u>
23.2	<u>Consent of Counsel (included in Exhibit 5.1)</u>
24.1	<u>Power of Attorney (included in this Registration Statement under "Signatures")</u>
107.1	<u>Calculation of Filing Fee Table</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of West Palm Beach, State of Florida, on August 30, 2022.

OCWEN FINANCIAL CORPORATION

By: */s/ Sean B. O'Neil*

Sean B. O'Neil
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Glen A. Messina and Sean B. O'Neil, and each of them, acting individually and without the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on August 30, 2022.

Name	Title
<i>/s/ Glen A. Messina</i> Glen A. Messina	President, Chief Executive Officer and Director (Principal Executive Officer)
<i>/s/ Sean B. O'Neil</i> Sean B. O'Neil	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<i>/s/ Francois Grunenwald</i> Francois Grunenwald	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)
<i>/s/ Phyllis R. Caldwell</i> Phyllis R. Caldwell	Chair of the Board of Directors
<i>/s/ Alan J. Bowers</i> Alan J. Bowers	Director
<i>/s/ Jenne K. Britell</i> Jenne K. Britell	Director
<i>/s/ Jacques J. Busquet</i> Jacques J. Busquet	Director
<i>/s/ DeForest B. Soaries, Jr.</i> DeForest B. Soaries, Jr.	Director
<i>/s/ Kevin Stein</i> Kevin Stein	Director

August 30, 2022

Ocwen Financial Corporation
1661 Worthington Road, Suite 100
West Palm Beach, Florida 33409

Re: ***Registration of Securities of Ocwen Financial Corporation***

Ladies and Gentlemen:

In connection with the registration of up to 150,000 additional shares of Common Stock of Ocwen Financial Corporation, a Florida corporation (the "Company"), par value \$0.01 per share (the "Shares"), under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-8 filed with the Securities and Exchange Commission on or about the date hereof (the "Registration Statement"), such Shares to be issued or delivered pursuant to the Ocwen Financial Corporation 2021 Equity Incentive Plan, as amended (the "Plan"), you have requested my opinion set forth below.

In my capacity as counsel, I have examined the following originals or copies of those corporate and other records of the Company, among others:

- (a) the Plan;
- (b) the Articles of Incorporation of the Company, as amended to date;
- (c) the Bylaws of the Company, as amended to date; and
- (d) resolutions adopted by the Board of Directors of the Company on May 25, 2022 approving the filing of the Registration Statement.

I have assumed the following: (a) the genuineness of all signatures; (b) the authenticity of all documents submitted as originals; (c) the conformity to authentic original documents of all documents submitted to me as copies; and (d) the truth, accuracy and completeness of the information, factual matters, representations and warranties contained in the records and documents.

On the basis of such examination and my consideration of those questions of law I considered relevant, and subject to the limitations and qualifications in this opinion, I am of the opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company and, when issued in accordance with such authorization, the provisions of the Plan and relevant agreements duly authorized by and in accordance with the terms of the Plan, and upon payment for and delivery of the Shares as contemplated in accordance with the Plan, and either (a) the countersigning of the certificate or certificates representing the Shares by a duly authorized signatory of the registrar for the Company's Common Stock, or (b) the book-entry of the Shares by the transfer agent for the Company's Common Stock in the name of The Depository Trust Company or its nominee, the Shares will be validly issued, fully paid and non-assessable.

The opinion herein is based on and limited to the Florida Business Corporation Act.

I consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, I do not admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act and regulations of the Securities and Exchange Commission.

Respectfully submitted,

/s/ Leah E. Hutton

Leah E. Hutton

Assistant Company Secretary and Deputy General Counsel

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 25, 2022 relating to the consolidated financial statements of Ocwen Financial Corporation, and the effectiveness of Ocwen Financial Corporation's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Ocwen Financial Corporation for the year ended December 31, 2021.

/s/ DELOITTE & TOUCHE LLP

New York, New York
August 30, 2022

CALCULATION OF FILING FEE TABLE

Form S-8

(Form Type)

Ocwen Financial Corporation

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.01 per share	Other ⁽¹⁾	150,000 ⁽²⁾	\$ 29.33 ⁽¹⁾	\$ 4,399,500	0.0000927	\$ 407.83
Total Offering Amounts					\$ 4,399,500	—	\$ 407.83
Total Fee Offsets					—	—	—
Net Fee Due					—	—	\$ 407.83

(1) Estimated in accordance with Rules 457(c) and 457(h) under the Securities Act of 1933, as amended (the “**Securities Act**”), solely for the purpose of calculating the registration fee on the basis of \$29.33 per share, which is the average of the high and low prices per share of Ocwen Financial Corporation’s (the “**Registrant**”), common stock, par value \$0.01 per share (the “**Common Stock**”) on August 29, 2022 as reported on the New York Stock Exchange.

(2) This Registration Statement covers, in addition to the number of shares of Common Stock stated above, options and other rights to purchase or acquire the shares of Common Stock covered by this Registration Statement and, pursuant to Rule 416(a) under the Securities Act, an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to the Ocwen Financial Corporation 2021 Equity Incentive Plan (the “**Plan**”) as a result of one or more adjustments under the Plan to prevent dilution resulting from one or more stock splits, stock dividends or similar transactions.