

ERBEY WILLIAM C
Form 4
January 23, 2018

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ERBEY WILLIAM C

2. Issuer Name and Ticker or Trading Symbol
OCWEN FINANCIAL CORP
[OCN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
PO BOX 25437

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/19/2018

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

CHRISTIANSTED, ST.
CROIX, VI 00824

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | | | | | 69,805 | D | |
| Common Stock ⁽¹⁾ | 01/19/2018 | | X | 2,000,000 D \$ 3 | 5,849,704 | I | By Munus, L.P. |
| Common Stock ⁽²⁾ | 01/19/2018 | | X | 4,000,000 D \$ 3 | 4,976,052 | I | By Tribe Limited Partnership |
| Common Stock ⁽²⁾ | 01/19/2018 | | X | 3,955,200 D \$ 2.5 | 1,020,852 | I | By Tribe Limited Partnership |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Call Options (obligation to sell) ⁽¹⁾ | \$ 3 | 01/19/2018 | | X | 20,000 | 05/15/2017 | 01/19/2018 | Common Stock | 2,000 |
| Call Options (obligation to sell) ⁽²⁾ | \$ 3 | 01/19/2018 | | X | 40,000 | 06/06/2016 | 01/19/2018 | Common Stock | 4,000 |
| Call Options (obligation to sell) ⁽²⁾ | \$ 2.5 | 01/19/2018 | | X | 39,552 | 07/20/2016 | 01/19/2018 | Common Stock | 3,955 |
| Call Options (obligation to sell) ⁽³⁾ | \$ 5 | 01/19/2018 | | E | V 10,000 | 04/13/2016 | 01/19/2018 | Common Stock | 1,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ERBEY WILLIAM C
PO BOX 25437
CHRISTIANSTED, ST. CROIX, VI 00824

Signatures

/s/ William C.

Erbey

01/23/2018

__Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).

- (1) On January 19, 2018, call options previously written by Munus, L.P. were exercised.
- (2) On January 19, 2018, call options previously written by Tribue Limited Partnership were exercised.
- (3) On January 19, 2018, call options previously written by Tribue Limited Partnership expired out of the money.

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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