

PHH CORP  
Form 8-K  
May 01, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): May 1, 2009**

**PHH CORPORATION**

(Exact name of registrant as specified in its charter)

**MARYLAND**  
(State or other jurisdiction  
of incorporation)

**1-7797**  
(Commission File Number)

**52-0551284**  
(IRS Employer  
Identification No.)

**3000 Leadenhall Road  
Mt. Laurel, New Jersey 08054**  
(Address of principal executive offices, including zip code)

**(856) 917-1744**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition.**

On May 1, 2009, PHH Corporation ( PHH , the Company, we, us, or our ) announced its financial results for the three months ended March 31, 2009. A copy of the press release is attached to this Current Report on Form 8-K (the Form 8-K ) as Exhibit 99.1 and is incorporated herein by reference in its entirety.

The information disclosed under this Item 2.02, including Exhibit 99.1 hereto, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), nor shall it be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended (the Securities Act ), except as expressly set forth in such filing.

**Item 7.01. Regulation FD Disclosure**

On April 24, 2009, the Company issued a press release notifying investors that at 10:00 a.m. EDT on May 1, 2009, the Company will hold its first quarter 2009 earnings conference call, during which the Company's management team will conduct a presentation followed by a question and answer session. A copy of the press release is furnished as Exhibit 99.2 hereto and is incorporated herein by reference in its entirety. A copy of the slide presentation that will accompany the presentation to such investors has been made available on the Investor Relations page of PHH's website at [www.phh.com](http://www.phh.com) prior to the presentation and is furnished as Exhibit 99.3 hereto.

The information disclosed in this Item 7.01, including Exhibits 99.2 and 99.3 hereto, is being furnished and shall not be deemed filed for purposes of Section 18 of the Exchange Act nor shall it be incorporated by reference into any registration statement or other document pursuant to the Securities Act, except as expressly set forth in such filing.

***Important Information/Solicitation Participants Legend***

PHH Corporation has filed a proxy statement in connection with its 2009 Annual Meeting of Stockholders and advises its stockholders to read that proxy statement because it contains important information. Stockholders are able to obtain a free copy of that proxy statement and other documents that PHH files with the Securities and Exchange Commission at the Commission's website at [www.sec.gov](http://www.sec.gov). That proxy statement and these other documents will also be available free of charge by directing a request to PHH Corporation, Attn: Investor Relations, 3000 Leadenhall Road, Mt. Laurel, New Jersey 08054 or visiting PHH's website at [www.phh.com](http://www.phh.com) under the Investor Relations tab.

PHH, its directors and named executive officers may be deemed to be participants in the solicitation of proxies from PHH stockholders in connection with the 2009 Annual Meeting of Stockholders. Stockholders may obtain information regarding the names, affiliations and interests of such individuals in PHH's proxy statement for the 2009 Annual Meeting of Stockholders. To the extent that holdings of PHH securities on the part of its directors and named executive officers have changed since the date of that proxy statement those changes have been or will be reflected on Statements of Changes in Ownership on Form 4 filed with the Securities and Exchange Commission.

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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

- 99.1 Press Release dated May 1, 2009 announcing First Quarter 2009 results.\*
- 99.2 Press Release dated April 24, 2009 announcing First Quarter 2009 Earnings Conference Call.\*
- 99.3 Slide Presentation.\*

\* Exhibits 99.1, 99.2 and 99.3 hereto are being furnished and shall not be deemed filed for purposes of Section 18 of the Exchange Act, nor shall it be incorporated by reference into any registration statement or other document pursuant to the Securities Act, except as expressly set forth in such filing.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PHH CORPORATION**

By: /s/ William F. Brown  
Name: William F. Brown  
Title: Senior Vice President, General  
Counsel & Secretary

Dated: May 1, 2009