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o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Ocwen Financial Corporation (the “Company”) held its Annual Meeting of Shareholders on May 11, 2016. Shareholders voted on the three proposals set forth below, which are described in detail in the Company’s proxy statement dated April 7, 2016.

**Proposal One: Election of Directors**

The Company’s shareholders elected the following nominees for director to serve for one-year terms or until their successors are elected and qualified based upon the following votes:

Nominee	For	Withheld
Phyllis R. Caldwell	81,991,259	1,322,428
Alan J. Bowers	81,955,734	1,357,953
Jacques J. Busquet	82,289,341	1,024,346
Ronald M. Faris	82,247,331	1,066,356
Carol J. Galante	82,308,510	1,005,177
Ronald J. Korn	81,854,265	1,459,422
Robert A. Salcetti	81,960,999	1,352,688
DeForest B. Soaries, Jr.	82,300,066	1,013,621

There were 27,632,831 broker non-votes relating to the election of directors. Broker non-votes occur when banks, brokers or other nominee holders return a valid proxy but do not vote on a particular proposal because they do not have discretionary authority to vote on the matter or have not received specific voting instructions from the shareholder for whom they are holding shares.

**Proposal Two: Ratification, on an advisory basis, of Appointment of Independent Registered Public Accounting Firm**

The Company’s shareholders ratified, on a non-binding advisory basis, the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2016, based upon the following votes:

For	108,453,027
Against	1,779,888
Abstain	713,603

**Proposal Three: Advisory Vote on Named Executive Officer Compensation**

The Company's shareholders approved, on a non-binding advisory basis, the compensation of the Company's named executive officers based upon the following votes:

For	80,420,816
Against	2,610,100
Abstain	282,771

There were 27,632,831 broker non-votes relating to the advisory vote on named executive officer compensation.

**SIGNATURES**

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

OCWEN FINANCIAL CORPORATION

(Registrant)

Date: May 12, 2016 By: /s/ Michael R. Bourque, Jr.

Michael R. Bourque, Jr.

Chief Financial Officer

(On behalf of the Registrant and as its principal financial officer)