

COOPERMAN LEON G  
Form 4  
January 24, 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 \*  
COOPERMAN LEON G

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)

3. Date of Earliest Transaction (Month/Day/Year)  
01/22/2018

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

ST. ANDREW'S COUNTRY CLUB, 7118 MELROSE CASTLE LANE

(Street)

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

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

BOCA RATON, FL 33428

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount Price                                 |   |  |   |
| Common Stock                    | 01/22/2018                           |  | P                              | 219,200 A \$ 3.1582   | 2,863,474   | I  | Omega Capital Partners LP <sup>(1)</sup>              |
| Common Stock                    | 01/22/2018                           |  | P                              | 129,400 A \$ 3.1582   | 1,665,126   | I  | Omega Equity Investors LP <sup>(2)</sup>              |
| Common Stock                    | 01/22/2018                           |  | P                              | 57,400 A \$ 3.1582  | 748,880   | I  | Omega Capital Investors LP <sup>(3)</sup>             |

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|              |            |  |   |        |   |           |           |   |  |
|--------------|------------|--|---|--------|---|-----------|-----------|---|--|
| Common Stock | 01/22/2018 |  | P | 34,300 | A | \$ 3.1582 | 1,375,006 | I | Omega Overseas Partners Ltd <u>(4)</u>               |
| Common Stock | 01/22/2018 |  | P | 40,600 | A | \$ 3.1582 | 5,639,368 | I | Omega Credit Opportunities Master Fund LP <u>(5)</u> |
| Common Stock | 01/23/2018 |  | P | 3,759  | A | \$ 3.15   | 2,867,233 | I | Omega Capital Partners LP <u>(1)</u>                 |
| Common Stock | 01/23/2018 |  | P | 4,800  | A | \$ 3.15   | 1,669,926 | I | Omega Equity Investors LP <u>(2)</u>                 |
| Common Stock | 01/23/2018 |  | P | 1,100  | A | \$ 3.15   | 749,980   | I | Omega Capital Investors LP <u>(3)</u>                |
| Common Stock | 01/23/2018 |  | P | 2,800  | A | \$ 3.15   | 1,377,866 | I | Omega Overseas Partners Ltd <u>(4)</u>               |
| Common Stock | 01/23/2018 |  | P | 1,100  | A | \$ 3.15   | 5,640,468 | I | Omega Credit Opportunities Master Fund LP <u>(5)</u> |
| Common Stock |            |  |   |        |   |           | 1,000,000 | D |  |
| Common Stock |            |  |   |        |   |           | 500,000   | I | Spouse <u>(6)</u>                                    |

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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Report |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---|



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