

OCWEN FINANCIAL CORP
 Form 4
 March 17, 2016

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 *
KINGSTOWN CAPITAL PARTNERS, LLC

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)
100 PARK AVENUE, 21ST FLOOR,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2016

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

NEW YORK, NY 10017

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

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Cash-Settled Total Return Swap ⁽¹⁾	\$ 8.0053 <u>(8)</u>	03/01/2016	S/K ⁽⁵⁾			1	<u>(5)</u>	08/04/2017	Common Stock, \$.01 par value	127,194
Cash-Settled Total Return Swap ⁽¹⁾	\$ 7.6299 <u>(8)</u>	03/01/2016	S/K ⁽⁶⁾			1	<u>(6)</u>	08/04/2017	Common Stock, \$.01 par value	31,823
Cash-Settled Total Return Swap ⁽¹⁾	\$ 8.0053 <u>(8)</u>	03/01/2016	S/K ⁽⁷⁾			1	<u>(7)</u>	08/04/2017	Common Stock, \$.01 par value	35,738
Cash-Settled Total Return Swap ⁽¹⁾	\$ 8.0053 <u>(8)</u>	03/10/2016	S/K ⁽⁵⁾			1	<u>(5)</u>	08/04/2017	Common Stock, \$.01 par value	134,171
Cash-Settled Total Return Swap ⁽¹⁾	\$ 7.6299 <u>(8)</u>	03/10/2016	S/K ⁽⁶⁾			1	<u>(6)</u>	08/04/2017	Common Stock, \$.01 par value	33,579
Cash-Settled Total Return Swap ⁽¹⁾	\$ 8.0053 <u>(8)</u>	03/10/2016	S/K ⁽⁷⁾			1	<u>(7)</u>	08/04/2017	Common Stock, \$.01 par value	37,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KINGSTOWN CAPITAL PARTNERS, LLC 100 PARK AVENUE, 21ST FLOOR NEW YORK, NY 10017		X		
		X		

Kingstown Partners Master Ltd.
 C/O INTERTRUST CORPORATE SERVICES
 190 ELGIN AVENUE
 GRAND CAYMAN, GEORGE TOWN KY1-9005

Kingstown Partners II, L.P.
 100 PARK AVENUE, 21ST FLOOR X
 NEW YORK, NY 10017

Ktown, LP
 100 PARK AVENUE, 21ST FLOOR X
 NEW YORK, NY 10017

KINGSTOWN CAPITAL MANAGEMENT L.P.
 100 PARK AVENUE, 21ST FLOOR X
 NEW YORK, NY 10017

KINGSTOWN MANAGEMENT GP LLC
 100 PARK AVENUE, 21ST FLOOR X
 NEW YORK, NY 10017

BLITZER MICHAEL
 100 PARK AVENUE, 21ST FLOOR X
 NEW YORK, NY 10017

SHANON GUY
 100 PARK AVENUE, 21ST FLOOR X
 NEW YORK, NY 10017

Signatures

Kingstown Capital Partners, LLC; By: /s/ Michael Blitzer, Managing Member	03/17/2016
__Signature of Reporting Person	Date
Kingstown Partners Master Ltd.; By: /s/ Michael Blitzer, Director	03/17/2016
__Signature of Reporting Person	Date
Kingstown Partners II, L.P.; By: Kingstown Capital Partners LLC; By: /s/ Michael Blitzer, Managing Member	03/17/2016
__Signature of Reporting Person	Date
Ktown, LP; By: Kingstown Capital Partners LLC; By: /s/ Michael Blitzer, Managing Member	03/17/2016
__Signature of Reporting Person	Date
Kingstown Capital Management L.P.; By: Kingstown Management GP LLC; By: /s/ Michael Blitzer, Managing Member	03/17/2016
__Signature of Reporting Person	Date
Kingstown Management GP LLC; By: /s/ Michael Blitzer, Managing Member	03/17/2016
__Signature of Reporting Person	Date
/s/ Michael Blitzer	03/17/2016
__Signature of Reporting Person	Date
/s/ Guy Shanon	03/17/2016

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).

This Form 4 is filed jointly by Kingstown Capital Management L.P. ("Kingstown Capital"), Kingstown Management GP LLC ("Kingstown Management"), Kingstown Capital Partners, LLC ("General Partner"), Kingstown Partners Master Ltd. ("Master Fund"), Kingstown Partners II, L.P. ("Fund II"), Ktown, LP ("Ktown"), Michael Blitzer and Guy Shanon (collectively, the "Reporting Persons").

(1) Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding shares of Common Stock. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(2) Securities owned directly by Master Fund. Kingstown Capital is the investment manager of Master Fund. Kingstown Management is the general partner of Kingstown Capital. Each of Mr. Blitzer and Mr. Shanon is a managing member of Kingstown Management. By virtue of these relationships, each of Kingstown Capital, Kingstown Management, Mr. Blitzer and Mr. Shanon may be deemed to beneficially own the securities owned by Master Fund.

(3) Securities owned directly by Fund II. General Partner is the general partner of Fund II. Kingstown Capital is the investment manager of Fund II. Kingstown Management is the general partner of Kingstown Capital. Each of Mr. Blitzer and Mr. Shanon is a managing member of Kingstown Management. By virtue of these relationships, each of General Partner, Kingstown Capital, Kingstown Management, Mr. Blitzer and Mr. Shanon may be deemed to beneficially own the securities owned by Fund II.

(4) Securities owned directly by Ktown. General Partner is the general partner of Ktown. Kingstown Capital is the investment manager of Ktown. Kingstown Management is the general partner of Kingstown Capital. Each of Mr. Blitzer and Mr. Shanon is a managing member of Kingstown Management. By virtue of these relationships, each of General Partner, Kingstown Capital, Kingstown Management, Mr. Blitzer and Mr. Shanon may be deemed to beneficially own the securities owned by Ktown.

(5) Master Fund has entered into certain cash-settled total return swap agreements (the "Master Fund Swap Agreements") with an unaffiliated third party financial institution, which provide Master Fund with economic exposure to an aggregate of 1,169,925 notional shares of Common Stock. The Master Fund Swap Agreements provide Master Fund with economic results that are comparable to the economic results of ownership but do not provide Master Fund with the power to vote or direct the voting or dispose of or direct the disposition of the shares of Common Stock that are the subject of the Master Fund Swap Agreements (the "Master Fund Subject Shares"). The Reporting Persons expressly disclaim beneficial ownership of the Master Fund Subject Shares except to the extent of its, or his pecuniary interest therein.

(6) Fund II has entered into certain cash-settled total return swap agreements (the "Fund II Swap Agreements") with an unaffiliated third party financial institution, which provide Fund II with economic exposure to an aggregate of 293,844 notional shares of Common Stock. The Fund II Swap Agreements provide Fund II with economic results that are comparable to the economic results of ownership but do not provide Fund II with the power to vote or direct the voting or dispose of or direct the disposition of the shares of Common Stock that are the subject of the Fund II Swap Agreements (the "Fund II Subject Shares"). The Reporting Persons expressly disclaim beneficial ownership of the Fund II Subject Shares except to the extent of its, or his pecuniary interest therein.

(7) Ktown has entered into certain cash-settled total return swap agreements (the "Ktown Swap Agreements") with an unaffiliated third party financial institution, which provide Ktown with economic exposure to an aggregate of 330,731 notional shares of Common Stock. The Ktown Swap Agreements provide Ktown with economic results that are comparable to the economic results of ownership but do not provide Ktown with the power to vote or direct the voting or dispose of or direct the disposition of the shares of Common Stock that are the subject of the Ktown Swap Agreements (the "Ktown Subject Shares"). The Reporting Person expressly disclaim beneficial ownership of the Ktown Subject Shares except to the extent of its, or his pecuniary interest therein.

(8) Represents the reference price associated with the applicable cash-settled total return swap agreement.

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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