

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)  
 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)
				(A) or (D) Price			
Common Stock					69,805	D	
Common Stock <sup>(1)</sup>	01/19/2018		X	2,000,000 D \$ 3	5,849,704	I	By Munus, L.P.
Common Stock <sup>(2)</sup>	01/19/2018		X	4,000,000 D \$ 3	4,976,052	I	By Tribue Limited Partnership
Common Stock <sup>(2)</sup>	01/19/2018		X	3,955,200 D \$ 2.5	1,020,852	I	By Tribue 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) <sup>(1)</sup>	\$ 3	01/19/2018		X	20,000	05/15/2017	01/19/2018	Common Stock	2,000
Call Options (obligation to sell) <sup>(2)</sup>	\$ 3	01/19/2018		X	40,000	06/06/2016	01/19/2018	Common Stock	4,000
Call Options (obligation to sell) <sup>(2)</sup>	\$ 2.5	01/19/2018		X	39,552	07/20/2016	01/19/2018	Common Stock	3,955
Call Options (obligation to sell) <sup>(3)</sup>	\$ 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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