MINDICH JEREMY

Form 4

January 09, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * SCOPIA FUND MANAGEMENT, LLC

> (Last) (First) (Middle)

152 WEST 57TH STREET, 33RD **FLOOR**

(Street)

2. Issuer Name and Ticker or Trading Symbol

PHH CORP [PHH]

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

01/07/2013

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person X Form filed by More than One Reporting

NEW YORK, NY 10019

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Securi	ities Acquire	d, Disposed of, o	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. Securitie onDisposed o (Instr. 3, 4	f (D)	uired (A) or Price	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)
Common Stock (1) (2)	01/07/2013		S	127,800	` (\$ 22.9313	4,167,311	I	See Footnote (3)
Common Stock (1) (2)	01/07/2013		S	134,100	D	\$ 22.9442	4,033,211	I	See Footnote (3)
Common Stock (1)	01/08/2013		S	148,200	D	\$ 23.1581	3,885,011	I	See Footnote (3)
Common Stock (1)	01/08/2013		S	90,000	D	\$ 23.152	3,795,011	I	See Footnote

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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. Transa Code (Instr.		5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	v	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
coporting of their runter, reduces	Director	10% Owner	Officer	Other		
SCOPIA FUND MANAGEMENT, LLC 152 WEST 57TH STREET 33RD FLOOR NEW YORK, NY 10019		X				
MINDICH JEREMY C/O SCOPIA FUND MANAGEMENT LLC 152 WEST 57TH STREET, 33RD FLOOR NEW YORK, NY 10019		X				
SIROVICH MATTHEW C/O SCOPIA FUND MANAGEMENT LLC 152 WEST 57TH STREET, 33RD FLOOR NEW YORK, NY 10019		X				

2 Reporting Owners

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Signatures

Scopia Fund Management LLC; Member	By /s/ Jeremy Mindich, Managing Director of the Managing	01/09/2013
	**Signature of Reporting Person	Date
/s/ Jeremy Mindich		01/09/2013
	**Signature of Reporting Person	Date
/s/ Matthew Sirovich		01/09/2013
	**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).
 - This Form 4 is filed jointly by Scopia Fund Management LLC ("Scopia Management"), Matthew Sirovich and Jeremy Mindich. The securities reported in this Form 4 are held in the accounts of several investment funds and managed accounts (together, the "Investment LLC") in the securities reported in this Form 4 are held in the accounts of several investment funds and managed accounts (together, the "Investment LLC") in the securities reported in this Form 4 are held in the accounts of several investment funds and managed accounts (together, the "Investment LLC") in the securities reported in this Form 4 are held in the accounts of several investment funds and managed accounts (together, the "Investment LLC") in the securities reported in this Form 4 are held in the accounts of several investment funds and managed accounts (together, the "Investment LLC") in the securities reported in this Form 4 are held in the accounts of several investment funds and managed accounts (together, the "Investment LLC") in the securities reported in this Form 4 are held in the accounts of several investment funds and managed accounts (together, the "Investment LLC") in the securities of several investment funds are several investment funds and managed accounts (together, the "Investment LLC") in the securities of several investment funds are several inve
- (1) Vehicles") for which Scopia Management serves as the investment manager and each of which individually owns less than 10% of the Issuer's outstanding shares of Common Stock. The Reporting Persons are filing this report because each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of Common Stock.
- Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest (2) therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- Shares are held in the accounts of the Investment Vehicles. Each of Scopia Management, as the investment manager of the Investment (3) Vehicles, and Messrs. Sirovich and Mindich, as the control persons of Scopia Management, may be deemed to beneficially own the securities held by the Investment Vehicles.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Signatures 3