

OCWEN FINANCIAL CORP  
 Form 4  
 June 08, 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 \*  
**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)

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

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

**P.O. BOX 25437**  
 (Street)

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

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

**CHRISTIANSTED, ST.  
 CROIX, VI 00824**

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    |                                      |  |                                |   | 69,805  | D  |  |
| Common Stock                    |                                      |  |                                |   | 5,409,704   | I  | By Munus, L.P.                             |
| Common Stock <sup>(1)</sup>     | 05/25/2016                           |  | J                              |   | 1,000,000   | D  | \$ 0                                       |
| Common Stock <sup>(1)</sup>     | 05/25/2016                           |  | J                              |   | 1,000,000   | A  | \$ 0                                       |
|                                 |                                      |  |                                |   | 1,000,000   | I  | By Salt Pond Holdings, LLC                 |
|                                 |                                      |  |                                |   | 9,020,852   | I  | By Tribue Limited Partnership              |

|              |           |   |  |                          |
|--------------|-----------|---|--|--------------------------|
| Common Stock | 2,440,000 | I |  | By Caritas Partners, LLC |
|--------------|-----------|---|--|--------------------------|

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) | 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>(2)</sup> | \$ 12.1562   | 12/18/2015                           |  | E                              | 1   | 05/18/2015 12/18/2015                                    | Common Stock  | 2,500  |                      |
| Call Options (obligation to sell) <sup>(3)</sup> | \$ 12.1562   | 05/20/2016                           |  | E                              | V 1   | 05/18/2015 05/20/2016                                    | Common Stock  | 500  |                      |
| Call Options (obligation to sell) <sup>(3)</sup> | \$ 13.1692   | 05/20/2016                           |  | E                              | V 1   | 05/18/2015 05/20/2016                                    | Common Stock  | 500  |                      |
| Call Options (obligation to sell) <sup>(4)</sup> | \$ 3   | 06/06/2016                           |  | S                              | 30,000  | 06/06/2016 01/19/2018                                    | Common Stock  | 3,000  |                      |
| Call Options (obligation to sell) <sup>(4)</sup> | \$ 3   | 06/06/2016                           |  | S                              | 10,000  | 06/06/2016 01/19/2018                                    | Common Stock  | 1,000  |                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ERBEY WILLIAM C  
P.O. BOX 25437  
CHRISTIANSTED, ST. CROIX, VI 00824

X

## Signatures

/s/ William C.

Erbey

06/08/2016

\*\*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).

On May 25, 2016, 1,000,000 shares of Ocwen Financial Corp ("Ocwen") were transferred from Salt Pond Holdings, LLC ("Salt Pond") to

(1) Tribue Limited Partnership, a U.S. Virgin Islands limited partnership ("Tribue"). This change in the form of Mr. Erbey's beneficial ownership did not change his pecuniary interest in the shares of Ocwen.

(2) On December 18, 2015, a call option previously written by Mr. Erbey via his holdings in Salt Pond expired out of the money.

(3) On May 20, 2016, two call options previously written by Mr. Erbey via his holdings in Salt Pond expired out of the money.

(4) Option transaction entered into by Tribue in which Salt Pond (56.2% of which is owned by Mr. Erbey, 24.5% of which is owned by the Frederiksted Trust, a U.S. Virgin Islands Trust, and 19.3% of which is owned by Erbey Holding Corporation, Inc., a corporation wholly-owned by Mr. Erbey) has a 90% preferred limited partner interest and a 9.9% common limited partner interest and Mr. Erbey has a 0.1% general partner interest.

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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