

COOPERMAN LEON G
Form 4
March 02, 2018

FORM 4

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

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

OMB APPROVAL

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(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)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2018

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

(Street)

BOCA RATON, FL 33428

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

(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)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/28/2018		P		125,948	A	\$ 3.5872	3,606,181	I	Omega Capital Partners LP ⁽¹⁾
Common Stock	02/28/2018		P		61,500	A	\$ 3.5872	2,121,839	I	Omega Equity Investors LP ⁽²⁾
Common Stock	02/28/2018		P		32,700	A	\$ 3.5872	944,380	I	Omega Capital Investors LP ⁽³⁾

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Common Stock	02/28/2018	P	66,400	A	\$ 3.5872	1,715,566	I	Omega Overseas Partners Ltd <u>(4)</u>
Common Stock	02/28/2018	P	27,900	A	\$ 3.5872	5,810,868	I	Omega Credit Opportunities Master Fund LP <u>(5)</u>
Common Stock	03/01/2018	P	74,463	A	\$ 3.5303	3,680,644	I	Omega Capital Partners LP <u>(1)</u>
Common Stock	03/01/2018	P	49,200	A	\$ 3.5303	2,171,039	I	Omega Equity Investors LP <u>(2)</u>
Common Stock	03/01/2018	P	19,600	A	\$ 3.5303	963,980	I	Omega Capital Investors LP <u>(3)</u>
Common Stock	03/01/2018	P	35,100	A	\$ 3.5303	1,750,666	I	Omega Overseas Partners Ltd <u>(4)</u>
Common Stock	03/01/2018	P	17,800	A	\$ 3.5303	5,828,668	I	Omega Credit Opportunities Master Fund LP <u>(5)</u>
Common Stock	03/02/2018	P	29,187	A	\$ 3.542	5,857,855	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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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	8. Price of Derivative	9. Nu Deriv
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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)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secu Bene Own Follo Repor Trans (Instr				
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COOPERMAN LEON G ST. ANDREW'S COUNTRY CLUB 7118 MELROSE CASTLE LANE BOCA RATON, FL 33428	X

Signatures

Edward Levy, Atty In Fact, POA
on file

03/02/2018

__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) The securities are held in the account of Omega Capital Partners, LP, a private investment entity over which the reporting person has investment discretion. The reporting person disclaims ownership except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
 - (2) The securities are held in the account of Omega Equity Investors, LP, a private investment entity over which the reporting person has investment discretion. The reporting person disclaims ownership except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
 - (3) The securities are held in the account of Omega Capital Investors, LP, a private investment entity over which the reporting person has investment discretion. The reporting person disclaims ownership except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
 - (4) The securities are held in the account of Omega Overseas Partners Ltd, a private investment entity over which the reporting person has investment discretion. The reporting person disclaims ownership except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
 - (5) The securities are held in the account of Omega Credit Opportunities Master Fund L.P., a private investment entity over which the reporting person has investment discretion. The reporting person disclaims beneficial ownership except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

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- The securities are held in the account of Toby Cooperman over which the reporting person has investment discretion. The reporting
- (6) person disclaims beneficial ownership, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

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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