Messina Glen A. Form 4 October 05, 2018

#### 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

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(b).

(Last)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person \*

Messina Glen A.

(First) (Middle)

1661 WORTHINGTON ROAD, SUITE 100

(Street)

(Zip)

WEST PALM BEACH, FL 33409

(State)

2. Issuer Name and Ticker or Trading

Symbol

[OCN]

3. Date of Earliest Transaction

10/04/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year)

(Instr. 8)

(Instr. 3, 4 and 5)

(A) or

Code V Amount (D) Price

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

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

Transaction(s)

(Instr. 3 and 4)

1. Title of

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of **Underlying Securities** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

10% Owner

2005 Estimated average burden hours per

response...

Expires:

0.5

January 31,

OCWEN FINANCIAL CORP

(Month/Day/Year)

\_X\_\_ Director X\_ Officer (give title

Issuer

Other (specify below)

President and CEO

(Check all applicable)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

5. Amount of 6. Ownership 7. Nature of

Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Ownership Owned (I)

Following (Instr. 4) Reported

(Instr. 4)

SEC 1474 (9-02)

Derivative

Conversion

#### Edgar Filing: Messina Glen A. - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A Disposed of (Instr. 3, 4, a 5)	) or (D)			(Instr. 3 and 4)	
				Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount Number Shares	
Restricted Stock Units	<u>(1)</u>	10/04/2018		A	764,563	(2)	(2)	Common Stock	764,56	
Restricted Stock Units	<u>(1)</u>	10/04/2018		A	218,447	(2)	(2)	Common Stock	218,44	
Stock Option (right to buy)	\$ 4.12	10/04/2018		A	266,990	(3)	10/04/2028	Common Stock	266,99	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
Messina Glen A.						
1661 WORTHINGTON ROAD, SUITE 100	X		President and CEO			
WEST PALM BEACH, FL 33409						

# **Signatures**

/s/ Michael J. Stanton, Attorney-in-Fact for Glen A.
Messina 10/05/2018

\*\*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) Each Restricted Stock Unit represents a contingent right to receive one share of OCN common stock.
- (2) The Restricted Stock Units are scheduled to vest in three equal annual installments commencing October 4, 2019 subject to the reporting person's continued employment.
- (3) The Stock Option is scheduled to vest in three equal annual installments commencing October 4, 2019 subject to the reporting person's continued employment.

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.

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