

COOPERMAN LEON G
Form 4
March 02, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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)

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

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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

(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

BOCA RATON, FL 33428

(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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| 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.

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.

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. | 5. Transaction 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) | Secur |
|---------------------|--|----------------------|-----------------|---|------------------|--|---------------------|-------|
|---------------------|--|----------------------|-----------------|---|------------------|--|---------------------|-------|

| 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 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. 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.