

PHH CORP
Form 8-K
April 30, 2010

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

**FORM 8-K
CURRENT REPORT**
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): April 29, 2010

PHH CORPORATION
(Exact name of registrant as specified in its charter)

MARYLAND
(State or other jurisdiction
of incorporation)

1-7797
(Commission File Number)

52-0551284
(IRS Employer
Identification No.)

3000 Leadenhall Road
Mt. Laurel, New Jersey 08054
(Address of principal executive offices, including zip code)
(856) 917-1744

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02. Results of Operations and Financial Condition.

On April 29, 2010, PHH Corporation (PHH , the Company, we, us, or our) issued a press release announcing its financial results for the three month period ended March 31, 2010. A copy of the press release is attached to this Current Report on Form 8-K (this Form 8-K) as Exhibit 99.1 and is incorporated herein by reference in its entirety. The information disclosed under this Item 2.02, including Exhibit 99.1 hereto, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), nor shall it be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended (the Securities Act), except as expressly set forth in such filing.

Item 7.01. Regulation FD Disclosure

On April 23, 2010, PHH announced that it will hold its first quarter 2010 earnings conference call on Friday, April 30, 2010 at 10:00 a.m. EDT. Copies of the Investor Presentation and the Investor Supplement that will accompany such conference call are attached to this Form 8-K as Exhibits 99.2 and 99.3, respectively, and are incorporated herein by reference in their entirety. Copies of the Investor Presentation and the Investor Supplement will also be made available on the Investor Relations page of PHH s website at www.phh.com prior to the start of the conference call. The information disclosed in this Item 7.01, including Exhibits 99.2 and 99.3 hereto, is being furnished and shall not be deemed filed for purposes of Section 18 of the Exchange Act nor shall it be incorporated by reference into any registration statement or other document pursuant to the Securities Act, except as expressly set forth in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 Press Release dated April 29, 2010 announcing PHH Corporation first quarter 2010 results.*

Exhibit 99.2 Investor Presentation.*

Exhibit 99.3 Investor Supplement.*

* Exhibits 99.1, 99.2 and 99.3 hereto are being furnished and shall not be deemed filed for purposes of Section 18 of the Exchange Act, nor shall such Exhibits be incorporated by reference into any registration statement or other document pursuant to the Securities Act, except as expressly set forth in such filing.

Forward-Looking Statements

Statements in this Form 8-K that are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. These statements are subject to known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. You should understand that these statements are not guarantees of performance or results and are preliminary in nature. Statements preceded by, followed by or that otherwise include the words believes , expects , anticipates , intends , projects , estimates , plans , may increase , may result , will result , may f expressions or future or conditional verbs such as will , should , would , may and could are generally forward-look nature and not historical facts.

You should consider the areas of risk described under the headings Cautionary Note Regarding Forward-Looking Statements and Risk Factors in our periodic reports filed with the U.S. Securities and Exchange Commission, including our most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, in connection with any forward-looking statements that may be made by us and our businesses generally. Except for our ongoing obligations to disclose material information under the federal securities laws and applicable stock exchange listing standards, we undertake no obligation to release publicly any updates or revisions to any forward-looking statements or to report the occurrence or non-occurrence of anticipated or unanticipated events unless required by law.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PHH CORPORATION

By: /s/ William F. Brown

Name:

William F. Brown

Title: Senior Vice President, General Counsel and Secretary

Dated: April 30, 2010

ayment of expenses incurred in defending a proceeding in advance of its final disposition conferred in the Bylaws will not be exclusive of any other right which any person may have or may in the future acquire under any statute, provision of the Articles of Incorporation, the Bylaws, agreement, vote of stockholders or disinterested directors or otherwise. The Bylaws permit the Company to maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Company or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Company would have the power to indemnify such person against such expense, liability or loss under the Kansas General Corporation Code.

Section 13 (e) of the Stock Incentive Plan of 2004 provides members of the Committee and any officer or employee of the Company or a subsidiary acting at the direction or on behalf of the Committee shall not be personally liable for any action or determination taken or made in good faith with respect to the Plan, and shall, to the extent permitted by law, be fully indemnified, held harmless and protected by the Company with respect to any such action or determination. Accordingly, members of the Committee and officers acting at their direction or on their behalf are entitled to indemnification and reimbursement as directors pursuant to the Company's bylaws or any agreement between the Company and its directors providing for indemnification.

The Company currently has directors and officers liability insurance that insures directors and officers of the Company with respect to claims made for alleged wrongful acts in their roles as directors or officers of the Company and its subsidiaries. The insurance also insures the Company for claims against the Company's directors or officers in situations in which the Company has an obligation to indemnify its directors and officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

- 4.1 Articles of Incorporation of the Company, as amended (incorporated by reference to Exhibit 3 of the Company's Report on Form 10-Q for the quarter ended September 30, 2002 (File No. 0-17196)).
- 4.2 Bylaws of the Company (Incorporated by reference to Exhibit 3.2 of the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 1989))
- *4.3 Stock Incentive Plan of 2004
- *5 Opinion of Counsel as to legality of the obligations being registered hereby.
- *23.1 Consent of BKD LLP
- *23.2 Consent of Counsel (included in the opinion filed as Exhibit 5 to this Registration Statement).
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Powers of Attorney executed by officers and directors of the Company who have signed the Registration Statement.

*Filed herewith

Item 9. Undertakings.

(a) The Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to Commission by the Company pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Company hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers, and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification (other than the payment by the Company of expenses

incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

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Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Atchison, Kansas, on the 20th day of October, 2004.

MGP INGREDIENTS, INC.

By: /s/ Laidacker M. Seaberg
Name: Laidacker M. Seaberg
Title: President

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated:

| <u>Name</u> | <u>Title</u> | <u>Date</u> |
|---|---|------------------|
| /s/ Laidacker M. Seaberg* Laidacker M. Seaberg | President (Principal Executive Officer) and Director | October 20, 2004 |
| /s/ Brian Cahill* Brian Cahill | Vice President and Treasurer (Principal Financial and Accounting Officer) | October 20, 2004 |
| /s/ Michael Braude* Michael Braude | Director | October 20, 2004 |
| /s/ John E. Byom* John E. Byom | Director | October 20, 2004 |
| /s/ Cloud L. Cray, Jr.* Cloud L. Cray, Jr. | Director | October 20, 2004 |
| /s/ Michael R. Haverty* Michael R. Haverty | Director | October 20, 2004 |
| /s/ Linda E. Miller* Linda E. Miller | Director | October 20, 2004 |
| /s/ Randy M. Schrick* Randy M. Schrick | Director | October 20, 2004 |
| /s/ Daryl R. Schaller* Daryl R. Schaller | Director | October 20, 2004 |
| /s/ John R. Spiers* John R. Spiers | Director | October 20, 2004 |

Brian Cahill, by signing his name hereto, does hereby sign this Registration Statement on behalf of each of the above referenced directors and officers pursuant to powers of attorney executed by each of such persons and filed herewith as Exhibit 24.

*By
/s/ Brian Cahill*
Brian Cahill
Attorney-in-Fact

EXHIBIT LIST

- 4.1 Articles of Incorporation of the Company, as amended (incorporated by reference to Exhibit 3 of the Company's Report on Form 10-Q for the quarter ended September 30, 2002 (File No. 0-17196))
- 4.2 Bylaws of the Company (Incorporated by reference to Exhibit 3.2 of the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 1989))
- *4.3 Stock Incentive Plan of 2004
- *5 Opinion of Counsel as to legality of the obligations being registered hereby
- *23.1 Consent of BKD LLP
- *23.2 Consent of Counsel (included in the opinion filed as Exhibit 5 to this Registration Statement)
- *24 Powers of Attorney executed by officers and directors of the Company who have signed the Registration Statement

*Filed herewith