STEIN KEVIN Form 4 October 04, 2018

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

See Instruction

| STEIN KEV                            | IN                                      | Symbol                         | ORP [PHI                                |   | Haum                           | iğ          | Issuer   | eck all applicable   | e)  |  |
|--------------------------------------|---|--------------------------------|---|---|--------------------------------|-------------|--|--|---|--|
| (Last)                               | (First) (M                              |                                | Earliest Tra                            | ansaction   |                                |             | X Director   | **   | 6 Owner   |  |
| C/O PHH CO<br>LEADENHA               |   | (Month/Day/Year)<br>10/04/2018 |   |   |                                | ve titleOth |  |  |   |  |
| (Street) 4. If Amo                   |   |                                | endment, Date Original                  |   |                                |             | 6. Individual or Joint/Group Filing(Check  |  |   |  |
| ·                                    |   |                                | d(Month/Day/Year)                       |   |                                |             | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person               |  |   |  |
| MT. LAUREL, NJ 08054                 |   |                                |   |   |                                |             |  |  |   |  |
| (City)                               | (State) (2                              | Zip) Table                     | e I - Non-D                             | erivative S                                       | Securi                         | ties Ac     | quired, Disposed   | of, or Beneficia   | lly Owned   |  |
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) |                                | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securi<br>onAcquirec<br>Disposec<br>(Instr. 3, | d (A) of d of (D) 4 and (A) or | <b>)</b> )  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common<br>Stock                      | 10/04/2018                              |                                | D(1)                                    | 5,467   | D                              | <u>(1)</u>  | 0  | D  |   |  |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: STEIN KEVIN - Form 4

|                                      | 2.  | 3. Transaction Date |   | 4.                             | 5.   | 6. Date Exerc       |                    | 7. Titl                            |  | 8. Price of                          | 9. Nu   |
|--------------------------------------|---|---------------------|---|--------------------------------|--|---------------------|--------------------|------------------------------------|--|--------------------------------------|---|
| Derivative<br>Security<br>(Instr. 3) | Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | (Month/Day/Year)    | Execution Date, if any (Month/Day/Year) | Transact<br>Code<br>(Instr. 8) | orNumber<br>of<br>Derivativ<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | <b>:</b>            |                    | Amou<br>Under<br>Securi<br>(Instr. | lying                                  | Derivative<br>Security<br>(Instr. 5) | Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|                                      |   |                     |   | Code V                         | (A) (D)  | Date<br>Exercisable | Expiration<br>Date | Title                              | Amount<br>or<br>Number<br>of<br>Shares |                                      |   |

# **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |              |  |  |  |  |
|--|---------------|-----------|--------------|--|--|--|--|
| • 0  | Director      | 10% Owner | Officer Othe |  |  |  |  |
| STEIN KEVIN<br>C/O PHH CORPORATION<br>3000 LEADENHALL ROAD<br>MT. LAUREL, NJ 08054 | X             |           |              |  |  |  |  |

# **Signatures**

/s/ Christine L. Vigliotti, Attorney-in-Fact

10/04/2018

\*\*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).
  - On October 4, 2018, Ocwen Financial Corporation, a Florida corporation ("Ocwen"), acquired PHH Corporation (the "Company") pursuant to that certain Agreement and Plan of Merger, dated February 27, 2018 (the "Merger Agreement"), by and among the Company, Ocwen and POMS Corp., a wholly-owned subsidiary of Ocwen. Pursuant to the terms of the Merger Agreement, all of the shares of the
- (1) Company's outstanding common stock were acquired by Ocwen in a merger of Merger Sub with and into the Company, with the Company surviving the merger and becoming a wholly-owned subsidiary of Ocwen. The acquisition is more fully described in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 27, 2018. Pursuant to the terms of the Merger Agreement, each share of the Company's common stock was converted into the right to receive \$11.00 per share in cash.

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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