Bogansky Michael R Form 4 October 04, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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obligations may continue. See Instruction

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).

1. Name and Address of Reporting Person * Bogansky Michael R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

PHH CORP [PHH]

10/04/2018

Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

below)

C/O PHH CORPORATION, 3000 LEADENHALL ROAD

(Street)

(State)

4. If Amendment, Date Original Filed(Month/Day/Year)

SVP & CFO 6. Individual or Joint/Group Filing(Check

Applicable Line)

below)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

MT. LAUREL, NJ 08054

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any

(Zip)

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4) Reported

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common 10/04/2018 Stock

 $D^{(1)}$ 13,074 D <u>(1)</u> 0 D

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

(Month/Day/Year)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	` ·		e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V		(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(2)	10/04/2018		D(1)		10,176	10/04/2018	10/04/2018	Common Stock	10,176

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Bogansky Michael R							
C/O PHH CORPORATION			CVD % CEO				
3000 LEADENHALL ROAD	SVP & CFO						
MT. LAUREL, NJ 08054							

Signatures

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

**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.
- (2) Each restricted stock unit ("RSU") represented the right to receive one share of the Company's common stock.
- Pursuant to the terms of the Merger Agreement, each then outstanding RSU became fully vested and was cancelled and converted into the right to receive an amount in cash equal to the product of (x) the number of shares of the Company's common stock subject to such unit multiplied by (y) \$11.00, less any applicable withholding for taxes.

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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