

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

Check this box to indicate that a
transaction was made pursuant to a
contract, instruction or written plan for
the purchase or sale of equity
securities of the issuer that is
intended to satisfy the affirmative
defense conditions of Rule 10b5-1(c).
See Instruction 10.

1. Name and Address of Reporting Person* <u>Grunenwald Francois</u> (Last) (First) (Middle) <u>1661 WORTHINGTON ROAD, SUITE 100</u> (Street) <u>WEST PALM BEACH</u> <u>FL</u> <u>33409</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ONITY GROUP INC. [ONIT]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/29/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Chief Accounting Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/29/2025		M		1,285	A	(1)	1,285	D	
Common Stock	03/29/2025		D		1,285	D	(1)	0	D	
Common Stock	03/31/2025		M		1,182	A	(2)	1,182	D	
Common Stock	03/31/2025		D		1,182	D	(2)	0	D	
Common Stock	03/31/2025		M		3,342	A	(3)	3,342	D	
Common Stock	03/31/2025		D		3,342	D	(3)	0	D	

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

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	03/29/2025		M		1,285	(1)	(4)	Common Stock	1,285	\$0	2,570	D	
Restricted Stock Units	(2)	03/31/2025		M		1,182	(2)	(4)	Common Stock	1,182	\$0	0	D	
Restricted Stock Units	(3)	03/31/2025		M		3,342	(3)	(4)	Common Stock	3,342	\$0	0	D	

Explanation of Responses:

1. On March 29, 2024, the reporting person was granted 3,855 restricted stock units scheduled to vest in three equal annual installments on the first, second, and third anniversaries of grant subject to continued employment and certain other conditions. Each restricted stock unit represents a contingent right to receive a cash payment equal to the closing price of one share of ONIT common stock on the applicable vesting date. The transaction reported reflects the settlement in cash pursuant to the terms of the award of 1,285 restricted stock units that vested pursuant to the award on March 29, 2025. On March 28, 2025, the last trading day prior to the vesting date, the closing price of ONIT common stock was \$31.45.

2. On March 31, 2022, the reporting person was granted 3,544 restricted stock units scheduled to vest in three equal annual installments on the first, second, and third anniversaries of grant subject to continued employment and certain other conditions. Each restricted stock unit represents a contingent right to receive a cash payment equal to the closing price of one share of ONIT common stock on the applicable vesting date. The transaction reported reflects the settlement in cash pursuant to the terms of the award of 1,182 restricted stock units that vested pursuant to the award on March 31, 2025. On March 31, 2025, the closing price of ONIT common stock was \$32.32.

3. On March 31, 2022, the reporting person was granted 3,544 restricted stock units subject to both a performance-based condition and a time-based vesting schedule. Between 0% and 200% of the target number of units were eligible to vest on March 31, 2025 based on the relative ranking of the Issuer's absolute total shareholder return compared to the absolute total shareholder return of companies within the Issuer's pre-established peer group at designated measurement periods. Each restricted stock unit represents a contingent right to receive a cash payment equal to the closing price of one share of ONIT common stock on the applicable vesting date. The transaction reported reflects the settlement in cash pursuant to the terms of the award of 3,342 restricted stock units that vested pursuant to the award on March 31, 2025. On March 31, 2025, the closing price of ONIT common stock was \$32.32.

4. Not applicable

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.