

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): **July 23, 2009**

**OCWEN FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

**Florida**

(State or other jurisdiction  
of incorporation)

**1-13219**

(Commission  
File Number)

**65-0039856**

(I.R.S. Employer  
Identification No.)

**1661 Worthington Road  
Suite 100  
West Palm Beach, Florida**

(Address of principal executive office)

**33409**

(Zip Code)

Registrant's telephone number, including area code: **(561) 682-8000**

**Not applicable**

(Former name or former address, if changed since last report)

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))

On July 23, 2009, Ocwen Financial Corporation (“Ocwen” or the “Company”) (NYSE: OCN) issued a press release revising the previously announced record date for the pro rata tax-free distribution of the common shares of Altisource Portfolio Solutions S.A. (“Altisource”) (NASDAQ: ASPS) to all Ocwen shareholders. The new record date for the pro rata tax-free distribution of the common shares of Altisource to all Ocwen shareholders (including the holders of the Securities on an as if converted basis as described below) is August 4, 2009 (the “Record Date”). Altisource has filed a Registration Statement on Form 10 with the Securities and Exchange Commission. The previously announced date for the distribution, August 10, 2009 (the “Distribution Date”), remains unchanged. On the Distribution Date Ocwen shareholders (including the holders of the Securities on an as if converted basis as described below) will receive a pro rata distribution of one share of Altisource common stock for every three shares of Ocwen common stock they hold on the Record Date. No action is required by Ocwen shareholders to receive the shares of Altisource common stock.

Shares of Ocwen common stock will continue to trade “regular way” on the New York Stock Exchange (the “NYSE”) through the period leading up to the Record Date. Any holders of shares of Ocwen common stock who sell Ocwen shares “regular way” before the Record Date will also be selling their right to receive shares of Altisource common stock. An “ex-distribution when-issued” market will be opened on the NYSE for Ocwen shares once an Altisource “when-issued” market develops. Investors are encouraged to consult with their financial advisors regarding the specific implications of buying or selling Ocwen common stock.

Shares of Altisource common stock are expected to begin “when-issued” trading on the NASDAQ Global Select Market beginning on July 31, 2009 under the ticker symbol ASPSV while “regular-way” trading is expected to commence on the Distribution Date under the ticker symbol ASPS.

On July 23, 2009, Ocwen provided notice to holders of the 3.25% Contingent Convertible Unsecured Senior Notes due 2024 (the “Securities”) that all holders of the Securities as of the close of business on August 4, 2009 will participate in the distribution of Altisource shares based on the conversion ratio of the Securities, consistent with the pro rata distribution ratio of one share of Altisource common stock for every three shares of Ocwen common stock, without conversion of the Securities into common shares of Ocwen. Accordingly, upon the separation of Altisource and Ocwen there will be no adjustment to the conversion ratio of the Securities. The previously issued notice filed on Form 8-K on July 10, 2009 which provided the holders the right to convert any or all of their Securities into common shares of Ocwen has been withdrawn as of July 23, 2009. Holders of the Securities continue to have the right to require Ocwen to repurchase all or any of their Securities as of August 4, 2009.

Following the distribution of the common stock of Altisource, Ocwen shareholders (including the holders of the Securities on an as if converted basis as described above) will own 100% of the common stock of Altisource. Fractional shares are expected to be redeemed for cash.

A copy of the press release is attached as Exhibit 99.1 to this Form 8-K. A copy of the notice provided to holders of the Securities is attached as Exhibit 99.2 to this Form 8-K.

#### **Cautionary Note Regarding Forward-Looking Statements**

This Form 8-K contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical fact, included into this Form 8-K, including, without limitation, statements regarding our financial position, business strategy and other plans and objectives for our future operations, are forward-looking statements.

These statements include declarations regarding our management’s beliefs and current expectations. In some cases, you can identify forward-looking statements by terminology such as “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts” or “continue” or the negative of such terms or other comparable terminology. These forward-looking statements are subject to inherent risks and uncertainties in predicting future results and conditions that could cause the actual results to differ materially from those projected in these forward-looking statements. Some, but not all, of the risks and uncertainties include those referred to in the section entitled “Risk Factors” and the following:

- assumptions related to the sources of liquidity, our ability to fund advances and the adequacy of financial resources;
- estimates regarding prepayment speeds, float balances, delinquency rates, advances and other servicing portfolio characteristics;
- projections as to the performance of our fee-based loan processing business and our asset management vehicles;
- assumptions about our ability to grow our business;

- our plans to continue to sell our non-core assets;
- our ability to establish additional asset management vehicles;
- our ability to reduce our cost structure;
- our analysis in support of the decision to spin off Altisource as a separate company;
- our continued ability to successfully modify delinquent loans and sell foreclosed properties;
- estimates regarding our reserves, valuations and anticipated realization on assets and
- expectations as to the effect of resolution of pending legal proceedings on our financial condition.

Forward-looking statements are not guarantees of future performance and involve a number of assumptions, risks and uncertainties that could cause actual results to materially differ. Important factors that could cause actual results to differ include, but are not limited to, the risks discussed in “Risk Factors” above and the following:

- availability of adequate and timely sources of liquidity;
- delinquencies, advances and availability of servicing;
- general economic and market conditions;
- uncertainty related to market conditions and government programs;
- governmental regulations and policies and
- uncertainty related to dispute resolution and litigation.

Further information on the risks specific to our business is detailed within this Form 8-K and our other reports and filings with the Commission, including our Annual Reports on Form 10-K, our Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Forward-looking statements speak only as of the date they are made and should not be relied upon. Ocwen Financial Corporation undertakes no obligation to update or revise forward-looking statements.

### **Risk Factors**

In addition to the other information in this Form 8-K you should carefully consider the risk factors set forth below as well as those set forth under the heading “Risk Factors” in Item 1A of our most recent Annual Report on Form 10-K and Item 1A of each of our subsequently filed Quarterly Reports on Form 10-Q as the same may be updated from time to time by our future filings under the Securities Exchange Act of 1934, as amended, or the Exchange Act.

The risks and uncertainties we describe are not the only ones facing us. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business or operations. Any adverse effect on our business, financial condition or operating results could result in a decline in the value of our common stock and the loss of all or part of your investment.

#### **Risks Relating to the Altisource Spin-off**

***We could have conflicts with Altisource, and our Chief Executive Officer and Chairman of the Board, and other officers and directors, could have conflicts of interest due to their relationships with Ocwen and Altisource which may be resolved in a manner adverse to us.***

Conflicts may arise between Ocwen and Altisource as a result of our ongoing agreements and the nature of our respective businesses. Among other things, we will become a party to a variety of agreements with Altisource in connection with the spin-off (as described in the section entitled “Relationship between Ocwen and Altisource following the Separation” in Ocwen’s Registration Statement on Form S-3, as filed with the Securities and Exchange Commission on July 16, 2009), and we may enter into further agreements with Altisource after the spin-off. Certain of our executive officers and directors may be subject to conflicts of interest with respect to such agreements and other matters due to their relationships with Altisource.

William C. Erbey, who will remain our Chief Executive Officer and Chairman of the Board, will become Altisource's non-executive Chairman of the Board as a result of the spin-off. As a result, he has obligations to us as well as to Altisource and may potentially have conflicts of interest with respect to matters potentially or actually involving or affecting us and Altisource.

Mr. Erbey will own substantial amounts of Altisource common stock and stock options because of his relationships with Altisource. This ownership could create or appear to create potential conflicts of interest when our Chairman of the Board is faced with decisions that involve Ocwen, Altisource or any of their respective subsidiaries.

Matters that could give rise to conflicts between us and Altisource include, among other things:

- our ongoing and future relationships with Altisource, including related party agreements and other arrangements with respect to the administration of tax matters, employee benefits, indemnification and other matters;
- the quality and pricing of services that Altisource has agreed to provide to us or that we have agreed to provide to Altisource and
- any competitive actions by Altisource.

We will also seek to manage these potential conflicts through dispute resolution and other provisions of our agreements with Altisource and through oversight by independent members of our Board of Directors. There can be no assurance that such measures will be effective, that we will be able to resolve all conflicts with Altisource or that the resolution of any such conflicts will be no less favorable to us than if we were dealing with a third party.

***If the spin-off of Altisource does not qualify as a tax-free transaction, taxes could be imposed on Ocwen, Altisource and its shareholders.***

It is a condition to completing the spin-off that Ocwen receive an opinion from Ocwen's special tax advisor confirming that for United States federal income tax purposes the transaction qualifies as a tax-free spin-off under Section 355 of the Internal Revenue Code (Code). A spin-off that so qualifies will not be taxable to Altisource or its shareholders except to the extent shareholders receive payment for fractional shares. Pursuant to Treasury regulations under Section 367(b) of the Code, Ocwen will recognize a portion of its gain realized pursuant to the spin-off; however, because Ocwen will undertake a pre-spin restructuring that will be taxable, such gain should not be material to Ocwen. Altisource has agreed to indemnify Ocwen for certain tax liabilities. Ocwen will be subject to tax on certain of the asset transfers within Ocwen that are made in the pre-spin restructuring actions, and under the applicable Treasury regulations, each member of Ocwen's consolidated group at the time of the spin-off (including several Altisource subsidiaries) would be severally liable for such tax liability. If the spin-off does not qualify as a tax-free transaction for United States income tax purposes, Ocwen shareholders generally would be treated as if they received a distribution equal to the full fair market value of the Altisource common stock on the date of the spin-off.

Even if the transaction were to otherwise qualify for tax-free treatment under Section 355 of the Code, it would become taxable to Ocwen pursuant to Section 355(e) of the Code if stock representing a 50% or greater interest in Ocwen or Altisource were acquired by one or more persons, directly or indirectly, as part of a plan or series of related transactions that included the spin-off. If the Internal Revenue Service (IRS) were to determine that acquisitions of Ocwen common stock or Altisource's common stock, either before or after the spin-off, were part of a plan or series of related transactions that included the spin-off, this determination could result in the recognition of gain by Ocwen under Section 355(e).

***The Altisource spin-off will initially reduce Ocwen's market value and balance sheet and may impact Ocwen's ability to obtain or maintain financing.***

The Altisource spin-off will initially reduce the Company's market value and balance sheet. There can be no assurances regarding whether or to what extent the Altisource spin-off or these factors may be viewed by the Company's current or potential lenders or other counterparties as negatively impacting the Company's ability to obtain, maintain or renew financings, credit agreements, guaranties or other contractual relationships.

**Item 9.01 Financial Statements and Exhibits**

(a) – (c) Not applicable.

(d) Exhibits:

- 99.1 News release of Ocwen Financial Corporation, dated July 23, 2009, announcing the revised record date for the pro rata tax-free distribution of the common shares of Altisource Portfolio Solutions S.A. to all Ocwen Financial Corporation shareholders.
- 99.2 Ocwen Financial Corporation Notice To All Holders of 3.25% Contingent Convertible Unsecured Senior Notes due 2024.

**Signatures**

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

**OCWEN FINANCIAL CORPORATION**  
(Registrant)

Date: July 23, 2009

By: /s/ David J. Gunter

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David J. Gunter  
Executive Vice President and Chief Financial Officer  
(On behalf of the Registrant and as its principal financial officer)

## Exhibit Index

Exhibit No.	Document
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99.2	Ocwen Financial Corporation Notice To All Holders of 3.25% Contingent Convertible Unsecured Senior Notes due 2024.



Ocwen Financial Corporation®

FOR IMMEDIATE RELEASE

FOR FURTHER INFORMATION CONTACT:

David J. Gunter  
 Ocwen Financial Corporation  
 T: 561.682.8367  
 E: David.Gunter@Ocwen.com

**OCWEN FINANCIAL CORPORATION ANNOUNCES A REVISED RECORD DATE FOR THE  
 PRO RATA TAX-FREE DISTRIBUTION OF ALTISOURCE PORTFOLIO SOLUTIONS S.A.  
 COMMON SHARES**

**West Palm Beach, FL. – July 23, 2009** – Ocwen Financial Corporation (“Ocwen” or the “Company”) (NYSE: OCN) today announced that the previously scheduled record date of July 30, 2009 in connection with the distribution of the common shares of Altisource Portfolio Solutions S.A. (NASDAQ: ASPS) to all Ocwen shareholders (including the holders of Ocwen’s 3.25% Contingent Convertible Unsecured Senior Notes due 2024 on an as if converted basis) has been rescheduled to August 4, 2009. The distribution date remains August 10, 2009.

**About Ocwen:**

Ocwen Financial Corporation is a leading asset manager and business process solutions provider specializing in loan servicing, special servicing, and mortgage services. Ocwen is headquartered in West Palm Beach, Florida with offices in Arizona, California, the District of Columbia, Florida, Georgia and New York and global operations in Canada, Germany, India and Uruguay. Utilizing our state of the art technology, world-class training and six sigma processes, we provide solutions that make our clients’ loans worth more. Additional information is available at [www.ocwen.com](http://www.ocwen.com).

**Forward-Looking Statements:**

*Forward-looking statements speak only as of the date made. We undertake no obligation to update any forward-looking statements, including prior forward-looking statements, to reflect the events or circumstances arising after the date as of which they were made. As a result of these risks and uncertainties, readers are cautioned not to place undue reliance on any forward-looking statements included herein or that may be made elsewhere from time to time by, or on behalf of, us.*

*This news release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are not guarantees of future performance, and involve a number of assumptions, risks and uncertainties that could cause actual results to differ materially.*

*Important factors that could cause actual results to differ materially from those suggested by the forward-looking statements include, but are not limited to, the following: general economic and market conditions, prevailing interest or currency exchange rates, governmental regulations and policies, international political and economic uncertainty, availability of adequate and timely sources of liquidity, federal income tax rates, real estate market conditions and trends and the outcome of ongoing litigation as well as other risks detailed in Ocwen’s reports and filings with the Securities and Exchange Commission, including its periodic report on Form 10-K for the year ended December 31, 2008 and Form 10-Q for the quarters ended March 31, 2008, June 30, 2008, September 30, 2008 and March 31, 2009 and our Forms 8-K filed during 2007, 2008 and 2009. The forward-looking statements speak only as of the date they are made and should not be relied upon. Ocwen undertakes no obligation to update or revise the forward-looking statements.*

**OCWEN FINANCIAL CORPORATION**  
**NOTICE TO ALL HOLDERS OF**  
**3.25% CONTINGENT CONVERTIBLE UNSECURED SENIOR NOTES DUE 2024**  
**(CUSIP: 675746AD3)**

NOTICE IS HEREBY GIVEN THAT:

Reference is made to the notices dated June 26, 2009, July 10, 2009 and July 20, 2009 (collectively, the "Prior Notices") from Ocwen Financial Corporation (the "Company") to the Holders of the 3.25% Contingent Convertible Unsecured Senior Notes due 2024 (the "Securities") issued pursuant to the Indenture dated as of July 28, 2004 between the Company and The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A.), as Trustee (the "Indenture"; capitalized terms used herein, but not defined herein, shall have the meaning assigned to such term in the Indenture).

As described in the Prior Notices, the Company intends to make a distribution (the "Distribution") on its Common Stock consisting of the shares of an existing subsidiary of the Company, Altisource Portfolio Solutions S.A. ("Altisource"), to be made in connection with the consummation of the Company's previously announced separation of most of the business operations currently known as Ocwen Solutions through a spin-off of Altisource, which will become a separate, publicly-traded company (the "Separation").

Notwithstanding the Prior Notices, the Company has determined to provide that the Holders of the Securities will participate in the distribution of Altisource shares in connection with the consummation of the Separation without conversion of the Securities into Common Stock of the Company. Accordingly, pursuant to the final paragraph of Section 10.01(b) of the Indenture, in connection with the Separation, the Securities will not be convertible into shares of Common Stock of the Company pursuant to Section 10.01(b)(i)(y) of the Indenture and no adjustment to the Conversion Rate (whether under Section 10.04 of the Indenture or otherwise) will be made.

The "Record Date," as of the close of business on which a record will be taken for the purpose of the Distribution, will be August 4, 2009. Holders of Securities as of the close of business on the Record Date will be entitled to receive Altisource shares in the same amounts as if the Securities so held had been converted into Common Stock of the Company on or before the Record Date.

For the avoidance of doubt, the Holders of the Securities continue to have the right (the "Put Right") pursuant to the terms of the Indenture to request the Company to repurchase all or any of their Securities on August 3, 2009, the Repurchase Date referred to in the Company Notice to the Holders dated June 26, 2009 (the "Put Notice"), by complying with the procedure set forth in the Put Notice. Holders that validly exercise their Put Right will not hold Securities as of the close of business on the Record Date and will not be entitled to receive Altisource shares.

The consummation of the Separation is subject to the approval of the board of directors of the Company, the effectiveness of the related registration statement with the SEC and the satisfaction of certain conditions, and there is no assurance that the Separation will be consummated. If it is determined that the Separation will not take place, the Company will announce such determination. The announcement that the Separation may not take place may be given by the Company at any time from and after the date of this notice, without prior notice of such announcement.

**Dated: July 23, 2009**

**OCWEN FINANCIAL CORPORATION**

Name: David J. Gunter

Title: Executive Vice President and Chief Financial Officer

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