

OCWEN FINANCIAL CORP  
Form 8-K  
December 10, 2012

---

---

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): December 10, 2012**

**OCWEN FINANCIAL CORPORATION**

**(Exact name of registrant as specified in its charter)**

Florida 1-13219 65-0039856  
(State or other jurisdiction (Commission (I.R.S. Employer  
of incorporation) File Number) Identification No.)

**2002 Summit Boulevard, Sixth Floor**

**Atlanta, Georgia 30319**

**(Address of principal executive office)**

**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))



**Item 7.01 Regulation FD Disclosure.**

Beginning on December 10, 2012, Ocwen Financial Corporation used the materials attached as Exhibit 99.1 hereto to update investors on the proposed sources and uses and pro forma capitalization for upcoming transactions and related financings. Such information shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(a) – (c) Not applicable.

(d) Exhibits:

**Exhibit No. Description**

99.1 Ocwen Financial Corporation Slide Presentation.

**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)

By: /s/ John V. Britti  
John V. Britti  
Executive Vice President & Chief Financial Officer  
(On behalf of the Registrant and as its principal financial officer)

Date: December 10, 2012