





Item 2.02. Results of Operations and Financial Condition.

On May 8, 2018, PHH Corporation (“PHH,” the “Company,” “we” or “our”) issued a press release announcing financial results for the three month ended March 31, 2018. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference in its entirety.

The information disclosed under this Item 2.02, including Exhibit 99.1 hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended (the “Securities Act”), except as expressly set forth in such filing.

Item 8.01. Other Events.

On May 4, 2018, David Shaev, who alleges he is a stockholder of the Company, commenced an action in the United States District Court for the District of New Jersey against the Company and its directors. The plaintiff alleges that the defendants are violating various provisions of the Securities Exchange Act of 1934, as amended because the public disclosures the Company has made in its preliminary proxy statement concerning the proposed merger of POMS Corp, a wholly-owned subsidiary of Ocwen Financial Corporation (“Ocwen”), with and into the Company with the Company surviving the merger and becoming a wholly-owned subsidiary of Ocwen, on the terms and conditions of that certain Agreement and Plan of Merger dated February 27, 2018 by and among Ocwen, Merger Sub and the Company, allegedly are false and misleading. The plaintiff purports to sue on behalf of a class consisting of all of the Company’s common stockholders except for the defendants and their affiliates. The plaintiff seeks an injunction preventing consummation of the proposed transaction, the award of damages in an unspecified amount, and the award of litigation expenses in an unspecified amount. The defendants believe the action is without merit.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description   |
|----------------|---|
| 99.1           | <u>PHH Corporation press release dated May 8, 2018.</u> * |

\* Exhibit 99.1 hereto is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, nor shall such Exhibit be incorporated by reference into any registration statement or other document pursuant to the Securities Act, except as expressly set forth in such filing.

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SIGNATURE

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

PHH CORPORATION

By: /s/ Michael R. Bogansky

Name: Michael R. Bogansky

Title: Senior Vice President and Chief Financial Officer

Dated: May 8, 2018