



**(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** Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
**5.02** Compensatory Arrangements of Certain Officers.

On November 20, 2014, Wilbur L. Ross, Jr. notified the Board of Directors (the "Board") of Ocwen Financial Corporation (the "Company") of his decision to resign as a director on the Board effective immediately as a result of his election as Vice Chairman of Bank of Cyprus and the requirements of certain European regulations which limit directorships of bank officers. Mr. Ross is simultaneously resigning from the board of directors of several other public companies. Mr. Ross' decision to resign as a director was not due to any disagreements with the Company on any matter relating to the Company's operations, policies or practices.

**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: November 21, 2014 By: /s/ Michael R. Bourque, Jr.

Michael R. Bourque, Jr.

Executive Vice President & Chief Financial Officer

(On behalf of the Registrant and as its principal financial officer)