

OCWEN FINANCIAL CORP  
Form SC 13G/A  
February 14, 2019

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

OCWEN FINANCIAL CORPORATION  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

675746309  
(CUSIP Number)

December 31, 2018  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES  
ONLY)

LEON G. COOPERMAN

2

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP

(a)

(b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF  
ORGANIZATION

United States

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

5

SOLE VOTING POWER

14,673,518

6

SHARED VOTING POWER

0

7

SOLE DISPOSITIVE POWER

14,673,518

8

SHARED DISPOSITIVE POWER

0

9

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

14,673,518

10

CHECK IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (SEE  
INSTRUCTIONS)

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

10.96%

12 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

IN

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Name of Issuer:

Item 1(a).

OCWEN FINANCIAL CORPORATION

Address of Issuer's Principal Executive Offices:

Item 1(b).

1661 Worthington Road, Suite 100, West Palm Beach, Florida 33409

Name of Person Filing:

This statement is filed on behalf of Leon G. Cooperman ("Mr. Cooperman"). Mr. Cooperman is engaged in, among other activities, investing for his own account. Mr. Cooperman is the Managing Member of Omega Associates, L.L.C. ("Associates"), a limited liability company organized under the laws of the State of Delaware. Associates is a private investment firm formed to invest in and act as general partner of investment partnerships or similar investment vehicles. Associates is the general partner of limited partnerships organized under the laws of Delaware known as Omega Capital Partners, L.P. ("Capital LP"), Omega Capital Investors, L.P. ("Investors LP"), and Omega Equity Investors, L.P. ("Equity LP"), and also the general partner of the exempted limited partnership registered in the Cayman Islands known Omega Credit Opportunities Master Fund, LP ("Credit LP"). These entities are private investment firms engaged in the purchase and sale of securities for investment for their own accounts.

Item 2(a).

Mr. Cooperman is the ultimate controlling person of Associates, Capital LP, Investors LP, Equity LP, and Credit LP. The principal business office of Associates, Capital LP, Investors LP, Equity LP, and Credit LP is 810 Seventh Avenue, 33rd floor, New York, New York 10019.

Mr. Cooperman is married to an individual named Toby Cooperman, and has an adult son named Michael S. Cooperman. Mr. Cooperman has investment authority over the Shares held by Toby Cooperman and Michael S. Cooperman.

Address of Principal Business Office or, if none, Residence:

Item 2(b).

St. Andrew's Country Club, 7118 Melrose Castle Lane, Boca Raton, FL 33496

Citizenship:

Item 2(c).

United States

Title of Class of Securities:

Item 2(d).

Common Stock, par value \$0.01 per share ( the "Shares")

CUSIP Number:

Item 2(e).

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If this Statement is Filed Pursuant to Sections 240.13d-1(b), or 240.13d-2(b) or (c);

Item 3.

This Item 3 is inapplicable.

Item 4. Ownership.

Amount beneficially owned and;  
Percent of Class:

- (a) Mr. Cooperman may be deemed the beneficial owner of 14,673,518 Shares, which constitutes approximately  
(b) 10.96% of the total number of Shares outstanding. This consists of 3,680,644 Shares owned by Capital LP;  
963,980 Shares owned by Investors LP; 2,171,039 Shares owned by Equity LP; 5,857,855 Shares owned by Credit  
LP; 1,000,000 Shares owned by Mr. Cooperman; 500,000 Shares owned by Toby Cooperman; and 500,000 Shares  
owned by Michael S. Cooperman.

(c) Number of shares as to which the person has:

Sole power to vote or to direct the vote:

- (i)  
14,673,518

Shared power to vote or to direct the vote:

- (ii)  
0

Sole power to dispose or to direct the disposition of:

- (iii)  
14,673,518

Shared power to dispose or to direct the disposition of:

- (iv)  
0
-

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Ownership of More Than Five Percent on Behalf of Another Person.

Item 6.

This Item 6 is not applicable.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the  
Item Parent Holding Company or Control Person.

7.

This Item 7 is not applicable.

Identification and Classification of Members of the Group.

Item 8.

This Item 8 is not applicable.

Notice of Dissolution of Group.

Item 9.

This Item 9 is not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2019

LEON G. COOPERMAN

By: /s/ Edward Levy \_\_\_\_\_

Edward Levy

Attorney-in-Fact

Duly authorized under POA effective as of August 10, 2016 and filed on August 12, 2016.

\* Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001)