

OCWEN FINANCIAL CORP
Form SC 13D/A
March 05, 2015

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 6)*

OCWEN FINANCIAL CORPORATION
(Name of Issuer)

Common Stock
(Title of Class of Securities)

675746 30 9
(CUSIP Number)

William C. Erbey
P.O. Box 25437
Christiansted, United States
Virgin Islands 00824
(340) 692-1055
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 16, 2015
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of § 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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).

1

This constitutes a late filing due to administrative oversight on the part of the reporting persons.

CUSIP No. 675746 30 9

1 NAMES OF REPORTING PERSONS

William C. Erbey

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) T

(b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

£

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

7 SOLE VOTING POWER

NUMBER OF 0 (as of January 16, 2015)

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 21,193,1782 (as of January 16, 2015)

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 (as of January 16, 2015)

WITH 10 SHARED DISPOSITIVE POWER

21,193,1782 (as of January 16, 2015)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,193,178 (as of January 16, 2015)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

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

16.844%* (as of January 16, 2015)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

2 Includes 5,409,704 shares held by Erbey Holding Corporation, a corporation wholly-owned by William C. Erbey (“Erbey Holding”). Also includes 2,440,000 shares held by Caritas Partners LLC, a Delaware limited liability company with Mr. William C. Erbey, his spouse, E. Elaine Erbey, and Caritas Charitable Remainder Trust as members. Also includes 10,020,852 shares held by Salt Pond Holdings, LLC, a United States Virgin Islands limited liability company (“Salt Pond”), of which the members are William C. Erbey, his spouse, E. Elaine Erbey, and Erbey Holding. Salt Pond is owned by Mr. Erbey (56.291%), Mrs. Erbey (24.284%) and Erbey Holdings (19.425%). Also includes options to acquire 3,322,622 shares which are exercisable on or within 60 days from January 16, 2015.

CUSIP No. 675746 30 9

1 NAMES OF REPORTING PERSONS

E. Elaine Erbey

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) T

(b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

£

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

7 SOLE VOTING POWER

NUMBER OF 0 (as of January 16, 2015)

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 12,460,8524 (as of January 16, 2015)

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 (as of January 16, 2015)

WITH 10 SHARED DISPOSITIVE POWER

12,460,8523 (as of January 16, 2015)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,460,852 (as of January 16, 2015)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

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

9.90%* (as of January 16, 2015)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

3 Includes 2,440,000 shares held by Caritas Partners LLC, a Delaware limited liability company with Mr. William C. Erbey, Ms. Elaine Erbey and the Trust serving as members. Also includes 10,020,852 shares held by Salt Pond Holdings, LLC, a United States Virgin Islands limited liability company, of which the members are William C. Erbey and his spouse, E. Elaine Erbey.

CUSIP No. 675746 30 9

1 NAMES OF REPORTING PERSONS

Caritas Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) T

(b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

£

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Georgia

7 SOLE VOTING POWER

NUMBER OF 0 (as of January 16, 2015)

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,440,000 (as of January 16, 2015)

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 (as of January 16, 2015)

WITH 10 SHARED DISPOSITIVE POWER

2,440,000 (as of January 16, 2015)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,440,000 (as of January 16, 2015)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

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

1.94%* (as of January 16, 2015)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 675746 30 9

1 NAMES OF REPORTING PERSONS

Caritas Charitable Remainder Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) T

(b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

£

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Georgia

7 SOLE VOTING POWER

NUMBER OF 0 (as of January 16, 2015)

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,440,0004 (as of January 16, 2015)

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 (as of January 16, 2015)

WITH 10 SHARED DISPOSITIVE POWER

2,440,0004 (as of January 16, 2015)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,440,000 (as of January 16, 2015)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

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

1.94%* (as of January 16, 2015)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

4 Includes 2,440,000 shares held by Caritas, with the Trust, Mr. Erbey, and Mrs. Erbey as members, and Mr. Erbey as manager.

CUSIP No. 675746 30 9

1 NAMES OF REPORTING PERSONS

Salt Pond Holdings, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) T

(b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

£

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 0 (as of January 16, 2015)

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 10,020,852 (as of January 16, 2015)

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 (as of January 16, 2015)

WITH 10 SHARED DISPOSITIVE POWER

10,020,852 (as of January 16, 2015)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,020,852 (as of January 16, 2015)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

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

7.96%* (as of January 16, 2015)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 675746 30 9

1 NAMES OF REPORTING PERSONS

Erbey Holding Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) T

(b) £

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

£

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 0 (as of January 16, 2015)

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 15,430,5565 (as of January 16, 2015)

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 (as of January 16, 2015)

WITH 10 SHARED DISPOSITIVE POWER

15,430,5565 (as of January 16, 2015)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,430,556 (as of January 16, 2015)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

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

12.26%* (as of January 16, 2015)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

5 Includes 5,409,704 shares held directly and 10,020,852 shares held by Salt Pond.

* The ownership percentage for each Reporting Person as of January 16, 2015 is based upon 125,814,811 shares outstanding according to the Issuer's Form 10-Q for the period ended September 30, 2014.

This Amendment No. 6 amends and supplements the Schedule 13D, filed by William C. Erbey (the “Principal Reporting Person”), his spouse E. Elaine Erbey, FF Plaza, Delaware Permanent and Erbey Holding, Caritas and Caritas Trust (together with Salt Pond, each a “Reporting Person”, and together, the “Reporting Persons”) with the Securities and Exchange Commission on November 4, 1997, as amended by Amendment No. 1 filed on January 14, 2008, Amendment No. 2 filed on March 11, 2008, Amendment No. 3 filed on April 1, 2009, Amendment No. 4 filed on April 7, 2009, and Amendment No. 5 filed on September 1, 2011. The Principal Reporting Person beneficially owns all of the shares of the Issuer beneficially owned by all of the Reporting Persons. Since the filing of Amendment No. 5, FF Plaza transferred its shares of the Issuer to Salt Pond, at which time both FF Plaza and Delaware Permanent ceased to beneficially own securities of the Issuer. FF Plaza and Delaware Permanent have since been dissolved. The dissolution of FF Plaza and Delaware Permanent did not change the Principal Reporting Person’s beneficial ownership of shares of the Issuer.

Item 1. Security and Issuer.

Item 1 is amended and restated in its entirety as follows.

The securities to which this Amendment No. 6 relates are the shares of common stock, par value \$0.01 per share (“Common Stock”), of Ocwen Financial Corporation (the “Issuer”). The principal executive offices of the Issuer are located at 2002 Summit Boulevard, 6th Floor, Atlanta, GA 30319.

Item 2. Identity and Background.

Item 2 is amended and restated in its entirety as follows.

(a) This Amendment No. 6. is filed jointly by each of the Reporting Persons. Caritas’ members are Trust, Mr. Erbey, and Mrs. Erbey, and Mr. Erbey is its sole manager. The members of Salt Pond are Mr. and Mrs. Erbey and Erbey Holding. Erbey Holding is wholly-owned by Mr. Erbey.

(b) Mr. and Mrs. Erbey’s business address is P.O. Box 25437, Christiansted, VI 00824. The principal office of Erbey Holding, a Delaware corporation, is P.O. Box 25437, Christiansted, VI 00824. The principal office of each of Caritas, a Georgia limited liability company, and Trust is c/o Frazier & Dexter, LLC, 1320 Peachtree Road, Suite 1500, Atlanta, GA 30309. The principal office of Salt Pond, a United States Virgin Islands limited liability company, is P.O. Box 25437, Christiansted, VI 00824.

(c) As announced on December 22, 2014, Mr. Erbey stepped down from his position as a director and Chairman of the Board of Directors of the Issuer effective January 16, 2015 pursuant to a consent order between the Issuer and the New York State Department of Financial Services (the “Consent Order”). Mr. Erbey also stepped down as an officer and director of Ocwen and from the boards of Ocwen’s related companies at that time. Mrs. Erbey is Chief Financial Officer of Salt Pond. Each of Erbey Holding and Caritas is a holding company for the investment of securities. The Trust is a charitable remainder unitrust. Salt Pond is a service business providing merchant banking services and family office services, which encompass trading in stocks or securities and possibly financing operations for businesses. FF Plaza and Delaware Permanent were holding companies for the investment of securities but have been dissolved following divestment of all securities.

(d) None of the Reporting Persons have, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons have, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which they were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or a finding of any violation with respect to such laws.

(f) Mr. and Mrs. Erbey are United States citizens.

Item 4. Purpose of Transaction.

Item 4 is amended and restated in its entirety as follows.

Subject to the terms of the Consent Order, the Principal Reporting Person intends to review continuously his investment in the Issuer, the Issuer's business affairs, capital needs and general industry and economic conditions, and, based on such review, the Principal Reporting Person may, from time to time, increase or decrease his ownership of Common Stock, pledge or lend Common Stock, propose, engage in or approve an extraordinary corporate transaction with regard to the Issuer or propose, engage in or approve any of the events set forth in Items 4(a) through (j) of Schedule 13D.

Item 5. Interests in Securities of the Issuer.

Item 5 is amended and restated in its entirety as follows.

(a) The responses of the Reporting Persons to Rows (11) through (13) of the cover pages of this Schedule 13D and the information set forth in Item 3 are hereby incorporated by reference in this Item 5.

For purposes of this Schedule 13D, the ownership percentage for each Reporting Person as of January 16, 2015 is based upon 125,814,811 shares outstanding according to the Issuer's Form 10-Q for the period ended September 30, 2014.

(b) In addition, the Common Stock deemed beneficially owned by each of the Reporting Persons with respect to which such person (i) has sole voting power, (ii) shares voting power, (iii) has sole dispositive power and (iv) shares dispositive power are listed in the responses to Items 7, 8, 9 and 10, respectively, of the cover page of this Schedule 13D relating to such person.

(c) Transactions within past 60 days of January 16, 2015:

Date	Reporting Person	Transaction	Number of Shares	Price per Share
1/15/2015	William C. Erbey	Stock Option Exercise	47,872	\$4.84438
1/15/2015	William C. Erbey	Receipt of Common Stock upon Stock Option Exercise	47,872	4.84438
1/15/2015	William C. Erbey	Disposition of Common Stock to Salt Pond Holdings, LLC	47,872	\$0.00
1/15/2015	Salt Pond Holdings, LLC	Acquisition of Common Stock from William C. Erbey	47,872	\$0.00

(d) Not applicable.

(e) In August 2013, the Common Stock owned by FF Plaza was transferred to Salt Pond. FF Plaza and its parent entity, Delaware Permanent, ceased to be the beneficial owner of Common Stock at this time and have subsequently been dissolved.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 is amended and restated in its entirety as follows.

The information in Item 4 above is incorporated herein by reference.

In connection with Mr. Erbey's retirement described in Item 2(c) above, on January 16, 2015, Mr. Erbey entered into a Retirement Agreement with the Issuer and Ocwen Mortgage Services, Inc., a wholly owned subsidiary of the Issuer ("OMS"). The following summary of the Retirement Agreement is qualified in its entirety by reference to the text of the Retirement Agreement, which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

On January 16, 2015 (the "Retirement Date"), the Compensation Committee of the Board approved, and the Board ratified, a Retirement Agreement by and between the Company, OMS and Mr. Erbey (the "Retirement Agreement"). The Compensation Committee of the Board retained Frederic W Cook & Co., Inc. as its independent compensation consultant to provide advice in connection with the Retirement Agreement. The following summary of the Retirement Agreement is qualified in its entirety by reference to the text of the Retirement Agreement, which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

The Retirement Agreement provides for Mr. Erbey's separation from the Company and its affiliates as described above. The Retirement Agreement includes the following provisions in favor of the Company:

Mr. Erbey releases the Issuer and its affiliates with respect to any employment-related claims.

Mr. Erbey agrees that he will not disclose any confidential information of the Issuer or its affiliates.

Mr. Erbey agrees that, for a period of 24 months after the Retirement Date, he will not engage in certain activities that are competitive with the Issuer and its affiliates.

Mr. Erbey agrees that, for a period of 24 months after the Retirement Date, he will not solicit any employee or independent contractor of the Issuer or any of its affiliates.

Mr. Erbey agrees that, for a period of 24 months after the Retirement Date, he will not use trade secrets of the Issuer or any of its affiliates to solicit any customers, vendors, suppliers, licensors, lessors, joint venturers, associates, consultants, agents, or partners of the Issuer or any of its affiliates.

Mr. Erbey agrees that, following the Retirement Date, he will cooperate with the Issuer and its affiliates in connection with certain litigation and audit matters relating to his employment with, or service as a member of the board of directors of the Issuer of, the Issuer or any of its affiliates.

Provisions in favor of Mr. Erbey under the Retirement Agreement include the following:

OMS will consider Mr. Erbey for an annual bonus for fiscal 2014, determined by OMS in a manner consistent with its determination of bonuses for 2014 for its other senior executives.

OMS will pay Mr. Erbey a \$725,000 cash severance payment (the "Lump Sum Severance Payment").

OMS will pay Mr. Erbey \$475,000 in lieu of certain relocation benefits (the "Lump Sum Relocation Payment").

Mr. Erbey and his spouse will be entitled to continued medical coverage.

Mr. Erbey's outstanding Issuer stock options would otherwise become fully vested in connection with Mr. Erbey's separation and retirement in accordance with the existing terms of the awards. The Retirement Agreement provides that Mr. Erbey's outstanding Company stock options granted in 2008 and 2012 will continue to be exercisable for the balance of the original 10-year term of the awards.

Mr. Erbey is entitled to a 2015 dividend of \$725,000 on his shares of OMS Class A Preferred Stock. Promptly after payment of that dividend, OMS will redeem all of Mr. Erbey's Class A Preferred Stock for \$100.

Mr. Erbey has certain rights to require the Company to file a registration statement on Form S-3 to register the resale of his shares of Issuer common stock (the "Registration Rights").

The Retirement Agreement also provides that, in the event it is determined in a final and unappealable order or judgment by a court of competent jurisdiction that Mr. Erbey engaged in a felony (other than a traffic violation) or breached his duty of loyalty to the Issuer or any of its affiliates (other than unintentionally) while he was employed by, or was an officer or director of, the Issuer or any of its affiliates, Mr. Erbey agrees to repay to OMS, upon demand by the board of directors of the Issuer, the Lump Sum Severance Payment, the Lump Sum Relocation Payment and any 2015 Dividend. In addition, in the event of any such determination, the Issuer may terminate any then-outstanding Company stock options and any continued medical coverage, and will have no further obligations with respect to the Registration Rights.

None of the Reporting Persons is a party to any contract, arrangement, understanding or relationship (legal or otherwise) with respect to any securities of the Issuer, other than (i) the note described in Item 3 in the Reporting Persons' original Schedule 13D, filed on November 4, 1997 and (ii) agreements pertaining to issuances pursuant to the Issuer's stock benefit plans.

Except as described above, no contracts, arrangements, understandings, or relationships (legal or otherwise) exist between any Reporting Person and any person with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, divisions of profits or loss, or the giving or withholding of proxies. Except as described above, none of the Reporting Persons is a party to any arrangement whereby securities of the Issuer are pledged or are otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over such securities.

Item 7. Material to be Filed as Exhibits.

Exhibit Number	Description
Exhibit 1	Joint Filing Agreement, dated March 4, 2015, by and among William C. Erbey, E. Elaine Erbey, Erbey Holding Corporation, Caritas Partners LLC, Caritas Charitable Remainder Trust and Salt Pond Holdings, LLC.
Exhibit 2	Retirement Agreement by and between the Issuer, OMS and Mr. Erbey dated January 16, 2015 (incorporated by reference to Exhibit 10.1 of Ocwen Financial Corporation's Current Report on Form 8-K filed with the SEC on January 20, 2015 (File No. 001-13219))

SIGNATURE

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

Dated: March 4, 2015
William C. Erbey

/s/ William C. Erbey
William C. Erbey

Dated: March 4, 2015
E. Elaine Erbey