

OCWEN FINANCIAL CORP  
Form 8-K  
March 23, 2012

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

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**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): March 23, 2012**

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**OCWEN FINANCIAL CORPORATION**

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

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Florida

1-13219

65-0039856

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

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**2002 Summit Boulevard**

**6th Floor**

**Atlanta, Georgia 30319**

**(Address of principal executive offices)**

**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 (*see* General Instruction A.2. below):

£ 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.

The executive officers of Ocwen Financial Corporation (“Ocwen”) intend to use the materials filed herewith, in whole or in part, in one or more meetings with investors and analysts, including a presentation at the Barclays Capital High Yield Bond and Syndicated Loan Conference in Phoenix, Arizona on Monday, March 26, 2012. A copy of Ocwen’s slide presentation for the conference is attached as Exhibit 99.1 hereto. Such slide presentation 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:

99.1 Ocwen Financial Corporation Investor Presentation dated  
March 2012.

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: March 23,  
2012

By: /s/ John V. Britti

John V. Britti,  
Executive Vice President and Chief Financial Officer (On behalf of the Registrant and as its  
principal financial officer)

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