

New Residential Investment Corp.  
Form 8-K  
August 20, 2015

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

**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): August 20, 2015 (August 14, 2015)**

**New Residential Investment Corp.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of incorporation)**

**001-35777**  
**(Commission)**

**45-3449660**  
**(IRS Employer)**

**File Number)**

**Identification No.)**

**1345 Avenue of the Americas, 46<sup>th</sup> Floor**

**New York, New York**  
**(Address of principal executive offices)**

**10105**  
**(Zip Code)**

**Registrant's telephone number, including area code (212) 479-3150**

**N/A**

**(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 1.01. Entry into a Material Definitive Agreement.**

***Amendment and Restatement of Second Amended and Restated Indenture Supplement***

On August 14, 2015, New Residential Investment Corp. (the Company), HLSS Servicer Advance Receivables Trust, Deutsche Bank National Trust Company, HLSS Holdings, LLC, Ocwen Loan Servicing, LLC and Wells Fargo Securities, LLC entered into the Series 2012-VF2 Third Amended and Restated Indenture Supplement (the Amendment) to the Sixth Amended and Restated Indenture, dated as of January 17, 2014, as amended by Amendment No. 1, dated as of May 5, 2015. A copy of the Amendment is attached to this Current Report on Form 8-K (the Current Report) as Exhibit 4.1 and is incorporated by reference herein.

Effective as of August 14, 2015, the Amendment removes the requirement that advance rates applicable to receivables related to any Class of Series 2012-VF2 Notes must be reduced by 1.00% on and after August 15, 2015, and further reduced by an additional 1.00% on and after September 15, 2015. The Amendment, which amends and restates the Series 2012-VF2 Second Amended and Restated Indenture Supplement, dated as of August 30, 2013, also incorporates the contents of Amendments No. 1 through 9 to the Series 2012-VF2 Second Amended and Restated Indenture Supplement.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits*

Exhibit

Number

Description

4.1	Series 2012-VF2 Third Amended and Restated Indenture Supplement, by and among HLSS Servicer Advance Receivables Trust, as issuer, Deutsche Bank National Trust Company, as indenture trustee, calculation agent, paying agent and securities intermediary, HLSS Holdings, LLC, as administrator and as servicer, Ocwen Loan Servicing, LLC, as subservicer and as servicer, New Residential Investment Corp. and Wells Fargo Securities, LLC, dated as of August 14, 2015, to the Sixth Amended and Restated Indenture, dated as of January 17, 2014, as amended by Amendment No. 1, dated as of May 5, 2015.
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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.

NEW RESIDENTIAL INVESTMENT CORP.  
(Registrant)

/s/ Jonathan R. Brown  
Jonathan R. Brown  
Interim Chief Financial Officer and

Principal Accounting Officer

Date: August 20, 2015

EXHIBIT INDEX

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