

New Residential Investment Corp.
Form 4
June 11, 2015

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
EDENS WESLEY R

2. Issuer Name **and** Ticker or Trading
Symbol
New Residential Investment Corp.
[NRZ]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1345 AVENUE OF THE
AMERICAS

3. Date of Earliest Transaction
(Month/Day/Year)
06/09/2015

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
NEW YORK, NY 10105

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	06/09/2015		M	547,583	A \$ 6.58 1,066,128	I	See Footnote (1)
Common Stock, par value \$0.01 per share	06/09/2015		M	849,916	A \$ 4.98 1,916,044	I	See Footnote (1)
	06/09/2015		M	751,983	A \$ 6.82 2,668,027	I	

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Common Stock, par value \$0.01 per share								See Footnote (1)
Common Stock, par value \$0.01 per share	06/09/2015	M	909,833	A	\$ 7.34	3,577,860	I	See Footnote (1)
Common Stock, par value \$0.01 per share	06/09/2015	M	1,011,283	A	\$ 7.34	4,589,143	I	See Footnote (1)
Common Stock, par value \$0.01 per share	06/09/2015	M	2,088,928	A	\$ 10.24	6,678,071	I	See Footnote (1)
Common Stock, par value \$0.01 per share	06/09/2015	F	2,913,762	D	\$ 16.63 (1)	3,764,309	I	See Footnote (1)
Common Stock, par value \$0.01 per share						1,091,607 (2)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount Number Shares

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Stock Option (right to buy)	\$ 6.58	06/09/2015	M	547,583	<u>(3)(4)</u>	03/01/2021	Common Stock, par value \$0.01 per share	547,5
Stock Option (right to buy)	\$ 4.98	06/09/2015	M	849,916	<u>(3)(5)</u>	09/01/2021	Common Stock, par value \$0.01 per share	849,9
Stock Option (right to buy)	\$ 6.82	06/09/2015	M	751,983	<u>(3)(6)</u>	04/03/2022	Common Stock, par value \$0.01 per share	751,9
Stock Option (right to buy)	\$ 7.34	06/09/2015	M	909,833	<u>(3)(7)</u>	05/21/2022	Common Stock, par value \$0.01 per share	909,8
Stock Option (right to buy)	\$ 7.34	06/09/2015	M	1,011,283	<u>(3)(8)</u>	07/31/2022	Common Stock, par value \$0.01 per share	1,011,2
Stock Option (right to buy)	\$ 10.24	06/09/2015	M	2,088,928	<u>(3)(9)</u>	01/01/2023	Common Stock, par value \$0.01 per share	2,088,9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDENS WESLEY R 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	X			

Signatures

/s/ Cameron MacDougall, as
attorney-in-fact

06/11/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

These securities are held directly or indirectly by Fortress Operating Entity I LP ("FOE I"). Wesley R. Edens does not personally own these securities. However, by virtue of his relationship to FOE I as described below, Mr. Edens may be deemed to be a beneficial owner

- (1) of these securities. Mr. Edens disclaims such beneficial ownership except to the extent of his pecuniary interest in these securities. FIG Corp. is the general partner of FOE I. FIG Corp. is a wholly-owned subsidiary of Fortress Investment Group LLC. Mr. Edens is a principal and co-chairman of the board of directors of, and a shareholder in, Fortress Investment Group LLC.
- (2) Reflects the issuer's 1-for-2 reverse stock split that occurred on October 17, 2014.
- (3) Options were fully vested on date of initial grant from the issuer to FOE I and became exercisable in thirty equal monthly installments beginning on the first of each month following the month in which the options were granted.
- (4) The options (or predecessor options in the issuer's prior parent corporation) were issued March 1, 2011.
- (5) The options (or predecessor options in the issuer's prior parent corporation) were issued September 1, 2011.
- (6) The options (or predecessor options in the issuer's prior parent corporation) were issued April 3, 2012.
- (7) The options (or predecessor options in the issuer's prior parent corporation) were issued May 21, 2012.
- (8) The options (or predecessor options in the issuer's prior parent corporation) were issued July 31, 2012.
- (9) The options (or predecessor options in the issuer's prior parent corporation) were issued January 1, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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