

OCWEN FINANCIAL CORP  
Form 8-K  
March 25, 2008

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): March 20, 2008

**OCWEN FINANCIAL CORPORATION**

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(Exact name of registrant as specified in its charter)

|   |                             |   |
|---|-----------------------------|---|
| <u>Florida</u>  | <u>1-13219</u>              | <u>65-0039856</u>                       |
| (State or other jurisdiction<br>of incorporation)                 | (Commission<br>File Number) | (I.R.S. Employer<br>Identification No.) |
| <u>1661 Worthington Road, Suite 100, West Palm Beach, Florida</u> |                             | <u>33409</u>                            |
| (Address of principal executive office)                           |                             | (Zip Code)                              |

Registrant's telephone number, including area code: (561) 682-8000

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:

- 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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 20, 2008, W. Michael Linn and W.C. Martin announced that they will not stand for re-election to the Board of Directors of Ocwen Financial Corporation at the 2008 Annual Meeting of Stockholders to be held on May 8, 2008 and plan to retire from the Board upon expiration of their terms in May.

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**SIGNATURES**

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.

OCWEN FINANCIAL CORPORATION

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(Registrant)

By: /s/ William C. Erbey

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William C. Erbey, Chairman of the Board  
and Chief Executive Officer  
(principal executive officer)

Date: March 24, 2008

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