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PHH CORP
Form DFAN14A
March 09, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

- Filed by the Registration []
- Filed by a Party other than the Registrant [X]
- Check the appropriate box:
- [] Preliminary Proxy Statement
- [] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- [] Definitive Proxy [] Statement []
- [] Definitive Additional Materials
- [X] Soliciting Material Pursuant to ss.240.14a-12

PHH CORPORATION

(Name of Registrant as Specified In Its Charter)

PENNANT CAPITAL MANAGEMENT, LLC
ALAN FOURNIER

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

- Payment of Filing Fee (Check the appropriate box): [X] No fee required.
- [] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- 1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

- [] Fee paid previously with preliminary materials.
- [] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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On March 9, 2009, Pennant Capital Management, LLC ("Pennant Capital") and Alan Fournier filed a ninth amendment to their Schedule 13D ("Amendment No. 9") with respect to PHH Corporation, a Maryland corporation. Amendment No. 9, together with its appendices, is attached hereto as Exhibit 1 and is incorporated herein by reference.

* * * * *

Exhibits

Exhibit 1 Amendment No. 9 to Schedule 13D of Pennant Capital Management, LLC and Alan Fournier, filed with the U.S. Securities and Exchange Commission on March 9, 2009.